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

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The following risk factors should be read carefully in connection with evaluating us and this Annual Report. Certain statements in " Risk Factor " are forward- looking statements. See " Cautionary Note Regarding Forward- Looking Statements " elsewhere in this Annual Report. Risks Related to the Company' s Business and Operation Our financial performance depends on the successful operation of our geothermal, REG and Solar PV power plants under the Electricity segment, as well as our Energy Storage facilities, which are subject to various operational risks. Our financial performance depends on the successful operation of our geothermal REG and Solar PV power plants. In connection with such operations, we derived ~~86~~ **80** . ~~0~~ **4** % of our total revenues for the year ended December 31, ~~2022~~ **2023** from the sale of electricity. The cost of operation and maintenance and the operating performance of our geothermal power, REG and Solar PV power plants may be adversely affected by a variety of factors, including: • regular and unexpected maintenance and replacement expenditures; • shutdowns due to the breakdown or failure of our equipment or third party equipment of the transmission serving utility; • labor disputes; • labor market risk; • the presence of hazardous materials on our power plant sites; • continued availability of cooling water supply; • catastrophic events such as fires, explosions, earthquakes, volcanic activity, landslides, floods, releases of hazardous materials, severe weather storms or other weather events (including weather conditions associated with climate change, or similar occurrences affecting our power plants or any of the power purchasers or other third parties providing services to our power plants, such as the 2018 volcanic eruption that occurred in Hawaii' s Big Island that impacted our Puna project, as discussed elsewhere in this Annual Report; • the aging of power plants (which may reduce their availability and increase the cost of their maintenance); • unsuccessful augmentation of batteries or other necessary equipment; and • cyber- attacks that may interrupt the operation of our power plants. Any of these events could significantly increase the expenses incurred by our storage facilities or our power plants, or could reduce the overall effectiveness of our storage facilities or the generating capacity of our power plants and could significantly reduce or entirely eliminate the revenues generated by one or more of our power plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flows. Our exploration, development, and operation of geothermal energy resources are subject to geological risks and uncertainties, which may result in **insufficient prospects to support our growth,** decreased performance or increased costs for our power plants. Our primary business involves the exploration, development, and operation of geothermal energy resources. These activities are subject to uncertainties that, in certain respects, are similar to those typically associated with oil and gas exploration, development, and exploitation, such as dry holes, uncontrolled releases, and pressure and temperature decline. Any of these uncertainties may increase our capital expenditures and our operating costs or reduce the efficiency of our power plants. We may not find geothermal resources capable of supporting a commercially viable power plant at exploration sites where we have conducted tests, acquired land rights, and drilled test wells, which would adversely affect our development of geothermal power plants **and as a result would adversely affect our growth plans** . Further, since the commencement of their operations, several of our power plants have experienced geothermal resource cooling, uncontrolled flow and / or reservoir pressure decline in the normal course of operations. Because geothermal reservoirs are complex geological structures, we can only estimate their geographic area and sustainable output. The viability of geothermal power plants depends on different factors directly related to the geothermal resource (such as the temperature, pressure, storage capacity, transmissivity, and recharge) as well as operational factors relating to the extraction or reinjection of geothermal fluids. Our geothermal energy power plants may also suffer an unexpected decline in the capacity of their respective geothermal wells and are exposed to a risk of geothermal reservoirs not being sufficient for sustained generation of the electrical power capacity desired over time. A recent example is the Olkaria complex, which experienced a reduction in generation due to lower performance of the wellfield. We are working to increase the capacity back. Also, in the Sarulla complex, we experienced a reduction in generation primarily due to wellfield issues at one of its power plants, as well as equipment failures which resulted in a decrease in profitability. ~~During~~ **In** the second quarter of 2022, Sarulla agreed with its banks on a framework ~~that will enable it~~ to perform remediation ~~work~~ **works** that **are aimed to restore the power plants' performance. The outcome of the first phase of the recovery plan** is **under evaluation after which we will make a decision** ~~aimed to restore the plant' s performance, however, uncertainty remains~~ regarding **the implementation of the second phase. As we determined that the current situation and circumstances related to our equity method investment in** Sarulla ~~' s ability to meet~~ **are temporary, no impairment testing was required for** the **period** ~~plan and the Company is evaluating the impact of the plan on future performance~~ . **For** ~~Another recent~~ example, in the fourth quarter 2022 we recorded a non- cash impairment loss of $ 30. 5 million related to our Brawley power plant in California that has been generating electricity that is lower than its generating capacity of 13MW due to continuous wellfield issues which resulted in higher than expected operating costs and lower than expected electricity revenues. We are following the remediation plans as well as assessing the accounting impact and its implication on our financial statements and our investment in the Sarulla complex. Another aspect of geothermal operations is the management and stabilization of subsurface impacts caused by fluid injection pressures of production and injection fluids to mitigate ground subsidence or inflation. Inflation and subsidence, if not controlled, can adversely affect farming operations and other infrastructure at or near the land surface. Additionally, active geothermal areas, such as the areas in which our power plants are located, may be subject to frequent low- level seismic disturbances. Serious seismic disturbances, volcanic eruptions and lava flows are possible and could result in damage to our power plants (or transmission lines used by customers who buy electricity from us) or equipment or degrade the quality of our geothermal resources to such an extent that we could not perform under the PPA for the affected power plant, which in turn could reduce our net income and materially and adversely affect our business, financial condition, future results and cash flow. If we suffer a serious seismic disturbance, volcanic eruptions and lava flows, our business interruption and property damage insurance may not be adequate to cover all losses sustained as a result thereof. In addition, insurance coverage may not continue to be available in the future in amounts adequate to insure against such seismic disturbances, volcanic eruptions and lava flows. Furthermore, absent additional geologic / hydrologic studies, any increase in power generation from our geothermal power plants, failure to reinject the geothermal fluid or improper maintenance of the hydrological balance may affect the operational duration of the geothermal resource and cause it to decline in value over time and may adversely affect our ability to generate power from the relevant power plant. We may decide not to implement, or may not be successful in implementing, one or more elements of our multi- year strategic plan, and the plan as implemented may not achieve its goal of enhancing shareholder value through the long- term growth of our Company We are implementing a multi- year strategic plan to: • strengthen our core geothermal business in the United States as well as globally; • establishing a strong market position in the IFM energy storage market; and • exploring opportunities in new areas by looking for synergistic growth opportunities utilizing our core competence, market reputation as a successful company and new market opportunities focused upon environmental solutions. There are uncertainties and risks associated with our strategic plan, including with respect to implementation and outcome. We may decide to change, or to not implement, one or more elements of the plan over time or we may not be successful in implementing one or more elements of the plan, in each case for a number of reasons. For example, we may face significant challenges and risks expanding into the energy storage market (or expanding our core geothermal business), including: • our ability to compete with the large number of other companies pursuing similar business opportunities in energy storage and solar PV power generation, many of which already have established businesses in these areas and / or have greater financial, strategic, technological or other resources than we have; • our ability to obtain financing on terms we consider acceptable, or at all, which we may need, for example, to develop new projects, to obtain any technology, personnel, intellectual property, or to acquire one or more existing businesses as a platform for our expansion, or to fund internal research and development, for energy storage and solar PV electric power generation products and services; • our ability to provide energy storage services that keep pace with rapidly changing technology, customer preferences, equipment costs, increasing raw materials and transportation costs, market conditions and other factors that are unknown to us now that will impact these markets; • our ability to manage the risks and uncertainties associated with our operating storage facilities and future development of storage and geothermal projects which may operate as ~~" merchant"~~ facilities without long- term sales agreements, including the variability of revenues and profitability of such projects; • our ability to devote the amount of management time and other resources required to implement this plan, while continuing to grow our core geothermal and recovered energy businesses; and • our ability to recruit appropriate employees and labor market challenges. Strengthening our core geothermal business to new customers and geographical areas will have many of the same risks and uncertainties as those outlined above. Implementing the plan may also involve various costs, including, among other things: • opportunity costs associated with foregone alternative uses of our resources; • various expense items that will impact our current financial results; and • asset revaluations (for example, businesses or other assets acquired for new energy storage or solar PV power generation products or services may suffer impairment charges, as a result of rapidly changing technology, market conditions or otherwise). These costs may not be recovered, in whole or in part, if one or more elements of the plan are not successfully implemented. These costs, or the failure to implement successfully one or more elements of the plan, could adversely affect our reputation and the reputation of our subsidiaries and could materially and adversely affect our business, financial condition, future results and cash flow. Apart from the risks associated with implementing the plan, the plan itself will expose us to other risks and uncertainties once implemented. Expanding our customer base may expose us to customers with different credit profiles than our current customers. Expanding our geographic base will subject us to risks associated with doing business in new foreign countries in which we will have to learn the business and political environment. In addition, expanding into new technologies will expose us to new risks and uncertainties that are unknown to us now in addition to the risks and uncertainties that may be similar to those we now face. The success of the plan, once implemented, will depend, among other things, on our ability to manage these risks effectively. The trading price of our common stock could decline if securities, industry analysts or our investors disagree with our strategic plan or the way we implement it. Accordingly, there is no assurance that the plan will enhance shareholder value through long- term growth of the Company to the extent currently anticipated by our management or at all. Our investments in battery energy storage system (BESS) technology involves new technologies **and new advanced technologies** with relatively limited history with respect to reliability and performance and may not perform as expected. In addition, our investments **and profitability** may be negatively affected by a number of factors, including increases in storage costs, ~~[~~risk of fire ~~]~~and volatility in ~~electricity pricing~~ **merchant prices** . We devote resources to research and development related to our energy storage segment, and the ability of these BESS facilities to meet our performance expectations is subject to the risks inherent in newly constructed facilities, including, but not limited to, system failures, outages and design and / or construction flaws, latent defects and degradation of equipment in excess of our expectations. Battery storage facilities utilize new technologies with a relatively limited history with respect to reliability and performance. We will need to innovate in order to keep pace with industry developments and customer expectations, and there is no guarantee that such new technologies will perform as expected. If any of our battery energy storage services contains manufacturing defects or any undetected defects, errors or bugs in hardware or software, our business and financial results could be adversely affected. In addition, our investments in BESS facilities may be negatively affected by increases in storage costs, and the industry has recently experienced, and it is still facing, challenges in the development of new energy storage projects due to global supply chain constraints and inflation, which has caused an increase in prices and a shortage of core components of energy storage projects, specifically batteries. Our projects under development have experienced delays as a result of these challenges. The revenues from our BESS facilities fluctuate over time since a large portion of such revenues are generated in the merchant markets, where price volatility is inherent **. This volatility** ~~[; however, we may be required to guarantee an electricity~~

~~customer' s cost savings and if such cost savings decrease below the guaranteed amount, due to a decrease~~ in ~~retail peak electricity pricing~~ **merchant prices may adverse affect** ~~or~~ **our Energy Storage profitability** ~~otherwise, we would be required to pay an amount equal to the difference between the customer' s actual cost savings and the guaranteed amount~~ . Developments in alternative technologies may materially and also adversely affect demand for battery energy storage. Our BESS projects are also subject to current permitting and regulatory compliance requirements and an evolving regulatory landscape at both the federal and state level. Our projects under development have experienced delays and **]** may in the future experience delays as a result of these requirements. In addition, we may be required by local governmental agencies to restrict our battery charging services, and in February 2021, as a result of the power crisis in Texas, we incurred $ 9. 1 million in losses associated with our Rabbit Hill facility because ERCOT restricted us from providing battery charging services from February 16, 2021 to February 19, 2021. Any of these events could significantly increase the expenses incurred by our BESS facilities or could significantly reduce or entirely eliminate the revenues generated by one or more of our BESS facilities plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flows. Concentration of customers, specific projects and regions may expose us to heightened financial exposure. Our businesses often rely on a single customer to purchase all or a significant portion of a facility' s output. The financial performance of these facilities depends on the ability of each customer to perform its obligations under a long- term agreement between the parties. A facility' s financial results could be materially and adversely affected if any of our customers fail to fulfill its contractual obligations and we are unable to find other customers in the marketplace to purchase at the same level of profitability. We cannot assure that such performance failures by our customers will not occur, or that if they do occur, such failures will not adversely affect the cash flows or profitability of our businesses. Moreover, there can be no assurance that we will be able to enter into replacement agreements on favorable terms or at all. While we have historically been able to collect on substantially all of our receivable balances, we have received late payments and have amounts overdue from certain of our significant customers. In the Electricity segment, we are exposed to the credit and financial condition of KPLC that buys the power generated from our Olkaria III complex in Kenya. In ~~2022~~ **2023** , KPLC accounted for ~~14~~ **13** . ~~4~~ **2** % of our total revenues. There has been a deterioration in the collection from KPLC that became slower than in the past, and as of December 31, ~~2022~~ **2023** , the amount overdue from KPLC in Kenya was $ ~~27~~ **62** . ~~0~~ **8** million of which $ ~~15~~ **32** . 2 million was paid in January and February of ~~2023~~ **2024 . In addition, KPLC recently requested more favorable rates on existing PPAs with it** . Any change in KPLC ~~'~~ **'** s financial condition **or the terms of our agreement with KPLC,** may adversely affect us. In Honduras, as of December 31, ~~2022~~ **2023** , the total amount overdue from ENEE was $ ~~13~~ **15** . ~~9~~ **7** million of which $ 2. ~~6~~ **5** million was collected in **January and** February **of** ~~2023~~ **2024** . In addition, due to ~~continuing restrictive measures related to~~ the **financial situation** ~~COVID- 19 pandemic~~ in Honduras, the Company may experience additional delays in collection. The Company believes it will be able to collect all past due amounts in Honduras. We are also exposed to the credit and financial condition of SCPPA and its municipal utility members that account for 21. ~~5~~ **2** % of our total revenues, as customers that buy the output from seven of our geothermal power plants. Because our contracts with SCPPA are long- term, we may be adversely affected if the credit quality of any of these customers were to decline or if their respective financial conditions were to deteriorate or if they are otherwise unable to perform their obligations under our long- term contracts. In addition, we generate a significant portion of our revenue from our two largest projects, the McGinness Hills complex in East Nevada and the Olkaria III Complex in Kenya, which together accounted for approximately 27. 6 % of the total generating capacity of our Electricity segment in ~~2022~~ **2023** . These two facilities accounted for ~~28~~ **25** . ~~5~~ **6** % of our total revenues for the year ended December 31, ~~2022~~ **2023** . Any disruption to the operation of these facilities would have a disproportionately adverse effect on our revenues and on our profitability. Our global operations expose us to risks related to the application of international laws and regulations, any of which may adversely affect our business, financial condition, future results and cash flows. Our global operations in countries including Kenya, Turkey, Guadeloupe, Guatemala, Honduras, Indonesia and others require us to comply with the laws and regulations of various governments and regulatory authorities outside the United States in addition to legal and regulatory requirements in the United States. Such foreign laws or regulations may not provide the same type of legal certainty, rights, or judicial processes with respect to our contractual relationships in such countries, as are afforded to our operations in the United States. A failure to receive adequate judicial or enforcement protection of our contractual rights abroad may adversely affect our ability to fulfill our contracts successfully and generate revenues therefrom. In particular, the legal and regulatory systems in the foreign jurisdictions where we operate can be characterized by one or more of the following: • Selective or inconsistent enforcement of laws or regulations, sometimes in ways that have been perceived as being motivated by political or financial considerations; • A perceived lack of judicial and prosecutorial independence from political, social and commercial forces; • A high degree of discretion on the part of the judiciary and governmental authorities; • Legal and bureaucratic obstacles and corruption; • Rapidly evolving legal systems whose systems may not always coincide with market developments. We face additional risks inherent in conducting business internationally, including compliance with laws and regulations of many jurisdictions that apply to our international operations. These laws and regulations may apply to us, our subsidiaries, individual directors, officers, employees and agents, and may restrict our operations, trade practices, investment or acquisition decisions or partnership opportunities. These requirements include, but are not limited to, data privacy requirements, labor relations laws, tax laws, competition regulations, import and trade restrictions, economic sanctions, and export requirements. In particular, our international operations are subject to United States and foreign anti- corruption laws and regulations, such as the Foreign Corrupt Practices Act of 1977, as amended (the " FCPA ") and other local laws that prohibit corrupt payments to governmental officials or certain payments or remunerations to customers. The FCPA prohibits United States companies and their officers, directors, employees and agents acting on their behalf from corruptly offering, promising, authorizing or providing anything of value to foreign officials for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records and accounts that accurately and fairly reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. As part of our business, we deal with state- owned business enterprises, the employees and representatives of which may be considered foreign officials for purposes of the FCPA. As a result, business dealings between our employees and any such foreign official could expose us to the risk of violating anti- corruption laws even if such business practices may be customary or are not otherwise prohibited between us and a private third party. Violations of these legal requirements are punishable by criminal fines and imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts as well as other remedial measures. Given the high level of complexity of these laws, there is a risk that some provisions may be breached by us, for example through fraudulent or negligent behavior of individual employees (or third parties acting on our behalf), our failure to comply with certain formal documentation requirements, or otherwise. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, requirements to obtain export licenses, cessation of business activities in sanctioned countries, implementation of compliance programs and prohibitions on the conduct of our business. Any such violation could include prohibitions on our ability to offer our products in one or more countries and could materially damage our reputation, our brand, our ability to attract and retain employees, our business, our financial condition and our results of operations. Furthermore, existing laws or regulations may be amended or repealed, and new laws or regulations may be enacted or issued. In addition, the laws and regulations of some countries may limit our ability to hold a majority interest in some of the power plants that we may develop or acquire, thus limiting our ability to control the development, construction and operation of such power plants, or our ability to import our products into such countries. Political, economic and other conditions in the emerging economies where we operate, including Israel, may subject us to greater risk than in the developed U. S. economy, which may have a materially adverse effect on our business. We have substantial operations outside of the United States, both in our Electricity segment and our Product segment. In ~~2022~~ **2023** , ~~34~~ **38** . ~~1~~ **5** % of our total revenues were derived from international operations, and our Electricity segment international operations had higher gross profit than our U. S. operations. In ~~2022~~ **2023** a substantial portion of international revenues came from Kenya and, to a lesser extent, from Honduras, Guatemala, Guadeloupe and other countries. Thus, disturbances to and challenges facing our foreign operations, especially in Kenya, could have impacts on our business ranging from moderate to severe. Our foreign operations and our exposure to foreign customers that are in most cases, government owned utilities, subject us to significant political, economic and financial risks, which vary by country, and include: • changes in government policies or personnel; • changes in general economic conditions; • restrictions on currency transfer or convertibility; • the adoption or expansion of trade restrictions, the occurrence or escalation of a " trade war, " or other governmental action related to tariffs or trade agreements or policies among the governments of the United States and countries where we operate; • reduced protection for intellectual property rights in some countries; • changes in labor relations; • political instability and civil unrest, and risk of war; • terrorist acts or other similar events; • changes in the local electricity and / or geothermal markets; • difficulties enforcing our rights against a governmental agency because of the doctrine of sovereign immunity and foreign sovereignty over international operations; • breach or repudiation of important contractual undertakings by governmental entities; and • expropriation and confiscation of assets and facilities, including without adequate compensation. Electricity Segment. In ~~2022~~ **2023** , the international operations of the Electricity segment accounted for ~~25~~ **23** % of our total revenues, but accounted for ~~43~~ **44** % of our gross profit, ~~72~~ **63** % of our net income and 36 % of our EBITDA. A substantial portion of Electricity segment international revenues came from Kenya (which also contributed disproportionately to our gross profit and net income) and, to a lesser extent, from Guadeloupe, Guatemala and Honduras. In Kenya, any break- up or potential privatization of KPLC, the power purchaser for our power plants located in Kenya, may adversely affect our Olkaria III complex and our overall results of operations. Additionally, in Guatemala the electricity sector was partially privatized, and it is currently unclear whether further privatization will occur in the future. Such developments may affect our Amatitlan and Zunil power plants if, for example, they result in changes to the prevailing tariff regime or in the identity and creditworthiness of our power purchasers. Product Segment. With respect to our Product segment, ~~90~~ **94** % of our Product segment revenues in ~~2022~~ **2023** came from international sales, primarily ~~Turkey~~ **New Zealand** . Since we primarily engage in sales in those markets where there is a geothermal reservoir, any such change might adversely affect geothermal developers in those markets and, subsequently, the ability of such developers to purchase our products. Generally. Outbreaks of civil and political unrest and acts of terrorism have also occurred in several countries in Africa, the Middle East and Latin America, where we have operations, such as Kenya and Honduras. Kenya experienced numerous terrorist attacks in 2014 and 2015, and has experienced an upsurge in attacks in more recent years, including in early 2019, from extremist groups. Continued or escalated civil and political unrest and acts of terrorism in the countries in which we operate could result in our curtailing operations. In the event that countries in which we operate experience civil or political unrest or acts of terrorism, especially in events where such unrest leads to an unseating of the established government, our operations in such countries could be materially impaired. As a result of these risks, we purchase certain types of political risk insurance policies for selected countries where we operate and which are exposed to political turmoil, geopolitical issues or political uncertainty. While such policies are designed to offer assistance with respect to some political incidents that could give rise to financial liability, it does not mitigate all of the above- mentioned risks. In addition, insurance proceeds received pursuant to our political risk insurance policies, where applicable, may not be adequate to cover all losses sustained as a result of any covered risks and may at times be pledged in favor of the power plant lenders as collateral. Also, insurance may not be available in the future with the scope of coverage and in amounts of coverage adequate to insure against such risks and disturbances. Any or all of the changes discussed above could materially and adversely affect our business, financial condition, future results and cash flow. Conditions in and around Israel, where the majority of our senior management and our main production and manufacturing facilities are located, **including the ongoing military conflicts in Israel' s borders,** may adversely affect our operations and may limit our ability to produce and sell our products **, and support** ~~or~~ **our Electricity segment** ~~manage our power plants~~ . ~~The~~ **We are a multinational company and do not derive a majority of**

our revenues from Israel, however, the majority of our senior management and our main production and manufacturing facilities are located in Israel **,** approximately 26 miles from the border with the Gaza Strip. As such, political, economic and security conditions in Israel and the Middle East region directly affect our operations. **On October 7, 2023, Hamas terrorists and members of other terrorist organizations infiltrated Israel' s southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets, including widespread killings and kidnappings. They also launched extensive rocket attacks on the Israeli civilian population. Shortly following the attack, Israel declared war against Hamas, and several hundred thousand Israeli reservists were drafted to perform immediate military service.** The ~~political instability~~ **intensity and duration of Israel' s current war against Hamas and military conflicts at some of its borders are difficult to predict, as are its economic implications on the Company' s business and operations in Israel and on Israel' s economy in general. As of the date of this report, approximately six percent of our workforce in Israel (approximately two percent of our total global workforce), the vast majority of whom work in our Product segment, have been called up for military service, and may be absent for** ~~and~~ - **an** ~~civil unrest~~ **extended period. Operations** in ~~the Middle East~~ **our Product segment (which accounted for approximately 16. 1 % of our total consolidated revenues** and ~~North Africa~~ **$ 48. 5 million in intersegment revenues for 2023, have been, and may continue to be, disrupted by such absences, which could materially and adversely affect our business and operating results. Clashes between Israel and Hezbollah around the Lebanon- Israel border are also ongoing and may escalate in the future into a greater regional conflict. Our facilities in Israel,** as well as the **Port of Ashdod via which we receive supplies for and ship products for our Product segment, are within the range of rockets fired from the Gaza Strip in the war and are close to Gaza' s coastline, and some rockets have landed near our facilities in the ongoing war. More recently, the Houthi movement, which controls parts of Yemen, launched a number of attacks on marine vessels in the Red Sea. The Red Sea is an important maritime route for international trade. As a result of such disruptions, we have experienced, and may continue to experience, extended lead times, delays in supplier deliveries,** increased ~~tension between Iran~~ **transportation and component costs, and increased costs for expedited shipments. These supply chain disruptions have resulted, and may continue to result in, delayed deliveries of several key components used in the manufacturing of our products and could impact our ability to timely deliver products to our customers in our Product Segment. This has also resulted in** ~~and~~ - **an increase in insurance premium costs for shipments into and out of the port. In anticipation of possible operational delays in our Product segment, we have issued force majeure notices preemptively to several customers. If, due to the current war or future similar hostilities, our facilities in** Israel **are damaged** ~~have raised new concerns regarding security in the region and the potential for~~ - **or** ~~armed conflict or other~~ - **their operations disrupted** ~~hostilities involving Israel~~ , ~~any~~ **or our access to the Port** of ~~which could impede~~ **Ashdod (or alternative ports at Hifa or Eilat) is impaired,** our ability to **perform on** ~~manufacture and support~~ our **contractual obligations to our** ~~products~~ - **Product** ~~offerings. We~~ **segment customers or to continue growing that business** could be ~~adversely affected by any~~ **impacted. The conflict could additionally result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in** such **agreements** ~~hostilities, the interruption or curtailment of trade between Israel and its trading partners, or a significant downturn in the economic or financial condition of Israel~~ . In addition, **new customers may be reluctant to do business with us, and existing customers may be reluctant to renew** ~~the~~ **their** ~~sale of products manufactured in~~ **agreements with us, due to their uncertainty regarding our ability to perform under our commitments while the war is ongoing. Limitations on travel to** Israel **from abroad could make it harder for us to secure contracts in the Product segment with new business partners. We have shelter- in- place and work- from- home measures, government- imposed restrictions on movement and travel and other precautions taken to address the ongoing conflict and which** may ~~be adversely~~ **temporarily disrupt our management and employees' ability to effectively perform their daily tasks. All of the foregoing factors could negatively** ~~affected~~ -- **affect operations within** ~~in certain countries by restrictive laws, policies or~~ **our** ~~practices directed toward~~ **Product segment or delay growth in our Electricity segment. Finally, political conditions within** Israel **could affect** ~~or~~ **our** ~~companies having~~ operations **or negatively impact the business environment** in Israel ~~. If~~ **due to reluctance of foreign investors to invest** ~~our~~ - **or** ~~facilities become temporarily or permanently disabled by~~ **conduct business in Israel, increased currency fluctuations, downgrades in credit rating, increased interest rates, increased volatility in securities markets, adverse impacts on the labor market,** ~~an~~ **and other related changes in macroeconomic** ~~act of terrorism or war, we may be required to develop alternative infrastructure and we may not be able to avoid service interruptions. These events and~~ conditions ~~could disrupt our operations in Israel, which could materially and adversely affect our business, financial condition, future results, and cash flow. In addition, political unrest and recent widespread protests in Israel against a planned judicial overhaul may cause investor concerns associated with such political unrest in Israel and potential changes in the judicial system~~ . We cannot be certain whether ~~the planned judicial overhaul will occur or in what form. As such, we cannot be certain on how investors will assess these matters and whether~~ this ~~assessment~~ will adversely impact **the** perception ~~s~~ of our business and our share price, or impact our business operations in **Israel. Responses in various countries where we have business operations to Israel' s ongoing military conflicts on some of its borders or future similar conflicts may adversely affect our operations and may limit our ability to produce and sell our products. Although we are a multinational company and we do not derive a majority of our revenues from Israel, we have known ties to Israel through the presence of our senior management and a significant portion of our Product segment there. The perception that we are an Israeli company could impair our business and results of operations due to the international response to Israel' s ongoing military conflicts in its boarders or future similar conflicts. Our business could be substantially harmed by the interruption or curtailment of trade between Israel and its trading partners or the use of restrictive laws, policies or practices directed toward Israel or companies having operations in Israel. These restrictions may limit materially our ability to obtain raw materials from these countries or to**

sell our products to companies and customers in these countries. Deterioration in political relations between Israel and other countries, and / or violence from popular movements or terrorist activities in countries where we do business motivated by anti- Israel sentiment, such as Turkey or Indonesia, could impact our ability to secure new contracts, renew existing contracts and / or carry on business in those countries. Moreover, there have been increased efforts by activists to cause companies and consumers to boycott Israeli companies. Such efforts, particularly if they become more widespread, may materially and adversely impact our ability to sell our products outside of Israel. Continued reduction in our Products backlog may affect our ability to fully utilize our main production and manufacturing facilities and may have a materially adverse effect on our business. In our Product segment, reduction in our backlog may affect our ability to fully utilize our manufacturing facility and we may incur higher costs that our Product segment revenues may not be able to cover or increase capital costs to develop our own power plants, which could materially and adversely affect our business, financial condition, future results, and cash flow. Some of our leases will terminate if we do not extract geothermal resources in " commercial quantities ", if we fail to comply with the terms or stipulations of such leases or any of the provisions of the Geothermal Steam Act or if the lessor under any such lease defaults on any debt secured by the relevant property, thus requiring us to enter into new leases or secure rights to alternate geothermal resources, none of which may be available on terms as favorable to us as any such terminated lease, if at all. Most of our geothermal resource leases are for a fixed primary term, and then continue for so long as geothermal resources are extracted in " commercial quantities " or pursuant to other terms of extension. The land covered by some of our leases (approximately 200, 000 acres in the U. S. and approximately 15, 000 acres elsewhere) is undeveloped and has not yet produced geothermal resources in commercial quantities. Leases that cover land which remains undeveloped and does not produce, or does not continue to produce, geothermal resources in commercial quantities and leases that we allow to expire, may terminate. In the event that a lease is terminated and we determine that we will need that lease once the applicable power plant is operating, we would need to enter into one or more new leases with the owner (s) of the premises that are the subject of the terminated lease (s) in order to develop geothermal resources from, or inject geothermal resources into, such premises or secure rights to alternate geothermal resources or lands suitable for injection. We may not be able to do this or may not be able to do so without incurring increased costs, which could materially and adversely affect our business, financial condition, future results and cash flow. Additionally, pursuant to the terms of our BLM leases, we are required to conduct our operations on BLM- leased land in a workmanlike manner and in accordance with all applicable laws and BLM directives and to take all mitigating actions required by the BLM to protect the surface of and the environment surrounding the relevant land. Certain BLM leases contain additional requirements, some of which relate to the mitigation or avoidance of disturbance of any antiquities, cultural values or threatened or endangered plant, wildlife and species. In the event of a default under any BLM lease, or the failure to comply with such requirements, or any non- compliance with any of the provisions of the Geothermal Steam Act or regulations issued thereunder, the BLM may, 30 days after notice of default is provided to our relevant project subsidiary, suspend our operations until the requested action is taken or terminate the lease, either of which could materially and adversely affect our business, financial condition, future results and cash flow. The fee interest in the land which is the subject of some of our leases (or subleases) may currently be or may become subject to encumbrances securing loans from third- party lenders to the lessor (or sublessor). Our rights as lessee (or sublessee) under such leases (or subleases) are or may be subject and subordinate to the rights of any such lender. Accordingly, a default by the lessor (or sublessor) under any such loan could result in a foreclosure on the underlying fee interest in the property and thereby terminate our leasehold interest and result in the shutdown of the power plant located on the relevant property and / or terminate our right of access to the underlying geothermal resources required for our operations. ~~Reduced levels of recovered energy required for the operation of our REG power plants may result in decreased performance of such power plants. Our REG power plants generate electricity from recovered energy or so- called " waste heat " that is generated as a residual by- product of gas turbine- driven compressor stations and a variety of industrial processes. Any interruption in the supply of the recovered energy source, such as a result of reduced gas flows in the pipelines or reduced level of operation at the compressor stations, or in the output levels of the various industrial processes, may cause an unexpected decline in the capacity and performance of our recovered energy power plants.~~ Our business development activities may not be successful and our projects under construction or facilities undergoing enhancement and repowering may encounter delays, which may impact our future growth. We are in the process of developing and constructing a number of new power plants. Our success in developing a project is contingent upon, among other things, negotiation of satisfactory engineering and construction agreements and obtaining PPAs and transmission services agreements, receipt of required governmental permits (including environmental permits), obtaining adequate financing, and the timely implementation and satisfactory completion of field development, testing and power plant construction and commissioning. We may be unsuccessful in accomplishing any of these matters or doing so on a timely basis such in cases where we have to handle legal proceedings with respect to environmental permits. Although we may attempt to minimize the financial risks attributable to the development of a project by securing a favorable PPA and applicable transmission services agreements, obtaining all required governmental permits and approvals and arranging, in certain cases, adequate financing prior to the commencement of construction, the development of a power project may require us to incur significant expenses for preliminary engineering, permitting and legal and other expenses before we can determine whether a project is feasible, economically attractive or capable of being financed. Currently, we have geothermal projects and prospects under exploration, development or construction in the United States, as well as in Indonesia, Ethiopia, Guadeloupe ~~,~~ **and** Guatemala, ~~Madagascar and New Zealand~~ and we intend to pursue the development of other new plants. In addition, our current growth plans include enhancement and repowering of a number of our operating facilities, including the ~~Heber, Dixie Valley,~~ Zunil, Beowawe **, Ijen** and Puna power plants and involve replacement of old equipment and optimization of the geothermal field, including repair and enhancement of existing wells and drilling of new wells. Our completion of these facilities' development and / or enhancement is subject to substantial risks, including: • inability to secure a PPA; • inability to secure transmission services agreements; •

inability to secure the required financing; • cost increases and delays due to unanticipated shortages of adequate resources to execute the project such as equipment, material and labor; • work stoppages resulting from force majeure events including riots, strikes and weather conditions; • inability ~~to~~ **or delays in** ~~obtain~~ **obtaining** permits, licenses and other regulatory approvals; • inability to satisfactorily complete field development and testing; • failure to secure sufficient land positions for the wellfield, power plant and rights of way; • failure by key contractors and vendors to timely and properly perform, including where we use equipment manufactured by others; • inability to secure or delays in securing the required transmission line and / or capacity; • adverse environmental and geological conditions (including, but not limited to, discoveries of contamination, protected plant or animal species or habitat, archaeological or cultural resources, or inclement weather conditions); • adverse local business law; • our attention to other projects and activities, including those in the solar energy and energy storage sectors; and • changes in laws that mandate, incentivize or otherwise favor renewable energy sources. Any one of these could give rise to delays, cost overruns, the termination of the plant expansion, construction or development or the loss (total or partial) of our interest in the project under development, construction, or expansion. In addition, we enter into various types of arrangements with communities and joint venture partners, including in some cases, Indigenous peoples, for the development of projects. In some circumstances, we may be required to notify, consult, or obtain the consent of certain stakeholders, such as Indigenous peoples, landowners, and / or municipalities. In some jurisdictions where we have greenfield power projects, it may be possible to claim Indigenous rights to land and the existence or declaration of Indigenous title may affect the existing or future activities of our projects and impact our business, financial condition and results of operations. Certain of these communities and partners may have or may develop interests or objectives which are different from or even in conflict with our objectives. Any such differences could have a negative impact on the success of our projects. We rely on power transmission facilities that we do not own or control. We depend on transmission facilities owned and operated by others to deliver the power we sell from our power plants to our customers. If transmission is disrupted, or if the transmission capacity infrastructure is inadequate, ~~of~~ **or** if there is a failure that requires long shutdown for repair, or if curtailment is required due to load system inefficiency, our ability to sell and deliver power to our customers may be adversely impacted and we may either incur additional costs or forego revenues. In addition, lack of access to new transmission capacity may affect our ability to develop new projects. Existing congestion of transmission capacity, as well as expansion of transmission systems and competition from other developers seeking access to expanded systems, could also affect our performance. Our use of joint ventures may limit our flexibility with jointly owned investments. We have partners in several of our plants and we may continue in the future to develop and / or acquire and / or hold properties in joint ventures with other entities when circumstances warrant the use of these structures. These arrangements are often driven by the magnitude of capital required to complete acquisitions of generating assets, strategic partnering arrangements to access operating expertise, and other geothermal and energy industry wide trends that we presume will continue in the future. Where we hold a minority interest in a joint venture or share control or management with another party in a joint venture (such as in the case of our plant in Guadeloupe), our ability to influence joint venture operations may be limited. As such, our ownership of assets in joint ventures is subject to risks that may not be present with other methods of ownership, including: • we could experience an impasse on certain decisions because we do not have sole decision- making authority, which could require us to expend additional resources on resolving such impasses or potential disputes, including arbitration or litigation; • our joint venture partners could have investment goals that are not consistent with our investment objectives, including the timing, terms and strategies for any investments in the projects that are owned by the joint ventures, which could affect decisions about future capital expenditures, major operational expenditures and retirement of assets, among other things; • our ability to transfer our interest in a joint venture to a third party may be restricted and the market for our interest may be limited; • our joint venture partners may be structured differently than us for tax purposes, and this could impact our ability to fully take advantage of federal tax incentives available for renewable energy projects; • our joint venture partners might become bankrupt, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner, which may require us to infuse our own capital into the venture on behalf of the partner despite other competing uses for such capital; and • our joint venture partners may have competing interests in our markets and investments in companies that compete directly or indirectly with us that could create conflict of interest issues. For example, we hold a 12. 75 % minority interest in the Sarulla complex and, as a result, cannot control the development of its remediation plan, pace of exploration or development or major drilling decisions. Because we may, in some instances, have a reduced level of influence over our joint ventures, we may not be able to realize some or all of the benefits that we believe will be created from our involvement. If any of the foregoing were to occur, our business, financial condition and results of operations could suffer as a result. Our operations could be adversely impacted by climate change. We are susceptible to losses and interruptions caused by extreme weather conditions such as droughts, hurricanes, tsunamis, floods, wildfires, and water or other natural resource shortages, occurrences of which may increase in frequency and severity as a result of climate change. Climate change may also produce general changes in weather or other environmental conditions, including temperature or precipitation levels, and thus may impact consumer demand for electricity. Daily and seasonal fluctuations in temperature generally have a more significant impact on the generating capacity of geothermal energy plants than conventional power plants. Some of our power plants experience reduced generation in warm periods due to the lower heat differential between geothermal fluid and the ambient surroundings. While we generally account for the projected impact seasonal fluctuations in temperature based on our historic experience, the impact of climate change on traditional weather patterns has become more pronounced. This has reduced the certainty of our modelling efforts. For example, in 2019, we experienced prolonged elevated temperatures in the Western United States which impacted generating capacity at our facilities and adversely impacted our revenues in the fourth quarter of the year. To the extent weather conditions continue to be impacted by climate change, the generating capacity of certain of our facilities may be adversely impacted in a manner that we could not predict which may in turn adversely impact our results of operations. In addition, the potential physical effects of climate change, such as increased frequency and severity of storms, floods, and other climatic events, could disrupt our operations and cause us to incur significant costs to prepare for or respond to these effects. **If we experience physical damage to our equipment and infrastructure due to climate- related natural disasters, it could lead to the suspension of our operations, additional costs to restore service and repair facilities, and delays in power generation resulting in lost revenue and potential exposure to legal claims. Such events could also impact our ability to obtain insurance coverage and we may experience rising costs of insurance coverage resulting from any damages to our assets, which could have an impact on our profitability.** Climate change could also affect the availability of a secure and economical supply of water, ~~which~~ **whether due to an increase in water restrictions, an impact on our ability to obtain water permits, or otherwise. Water** is essential for the continued operation of ~~some~~ **certain** of our power plants that use water cooling systems. Ormat monitors water risk carefully. If it is determined that a water supply risk exists that could impact projected generation levels at any plant, risk mitigation efforts are identified and evaluated for implementation. We could be negatively impacted by regulatory and other responses to climate change. As a renewable energy solution provider, we are motivated to identify our opportunities and risks with respect to climate change and take efforts to reduce our GHG emissions and improve our energy efficiency. While we generally view this as an opportunity, uncertainty regarding nascent regulation in this area could also adversely affect us. In the United States, where we have a significant portion of our operations, no comprehensive climate change legislation has been implemented federally. The U. S. Environmental Protection Agency (the " EPA ") has adopted rules that, among other things, establish construction and operating permit reviews for GHG emissions from certain large stationary sources, require the monitoring and reporting of GHG emissions from certain sources and implement standards directing the reduction of methane from certain facilities in the oil and gas sector. Additionally, various states have adopted or are considering adopting legislation and regulation focused on GHG cap- and- trade programs, carbon taxes, reporting and tracking programs and emissions limits. Uncertainty associated with these regulations, our inability to meet the demands of these regulations or our failure to predict accurately the impact of our response to these regulations could adversely affect our business and prospects. **We could also face an increase in competition as a result of the energy transition, as new entrants of disruptive technologies and / or competitors, including in the solar, wind, and storage sectors, could adversely impact our ability to renew existing PPAs or sign new contracts.** In addition, the SEC proposed rules in March 2022 that would require public companies to include extensive climate- related disclosures in their SEC filings. Among other things, the proposed SEC rules, if adopted as written, would mandate disclosures on (i) GHG emissions, including Scope 3 emissions if material or part of a company' s emissions goal, (ii) financial impact and expenditure metrics relating to severe weather and climate change and (iii) a company' s use of scenario analysis and climate targets. Although the SEC has not finalized these rules, we would expect to incur substantial additional compliance costs to the extent these or similar rules are adopted. Such compliance costs could in turn adversely effect on our business or results of operations. **We publish an annual Sustainability Report, which describes, among other things, the measurement of our greenhouse gas emissions and our efforts to reduce emissions. In addition, our Sustainability Report provides highlights of how we are supporting our workforce, including our efforts to promote diversity, equity, inclusion and belonging. Our disclosures on these matters, or a failure to meet evolving stakeholder expectations for ESG practices and reporting, may potentially harm our reputation and customer relationships.** In addition to legal and regulatory requirements, growing stakeholder engagement with respect to sustainability matters could cause us to alter our business operations, which could require them to incur substantial expense. Any failure to comply with stakeholder requests, in particular, the ability to meet customer requirements or sustainability targets, could adversely impact the demand of our services and subject us to significant costs and liabilities and reputational risks, any of which could adversely affect our business, financial condition and results of operations ~~. Geothermal projects that we plan to develop in the future, may operate as" merchant" facilities without long- term PPAs and therefore such projects will be exposed to market fluctuations. Geothermal projects that we plan to develop in the United States as part of our growth plans may operate as" merchant" facilities and sell electricity without long- term PPAs for some or all of their generating capacity and output. Merchant projects require that we sell directly into the market on a short term basis and our success with respect to any such projects depends, in large part, upon prevailing market prices. Given the volatility of commodity power prices, to the extent we are unable to secure the benefit of a long- term PPAs for these assets, we cannot be sure that we will be able to sell any or all of the power generated by these facilities at commercially attractive rates or that these facilities will be able to operate profitably. This could lead to future impairments of our property, plant and equipment resulting in economic losses and liabilities, which could have a material adverse effect on our results of operations, financial condition or cash flows~~ . We may not be able to successfully conclude the transactions, integrate companies, which we acquired and may acquire in the future, which could materially and adversely affect our business, financial condition, future results and cash flow. Our strategy is to continue to expand in the future, including through acquisitions to enhance our geothermal portfolio and accelerate growth in our Electricity segment. Integrating acquisitions is often costly, and we may not be able to successfully integrate our acquired companies with our existing operations without substantial costs, delays or other adverse operational or financial consequences. Completion of M & A transactions may be subject to fulfilling conditions and receiving regulatory approval. Integrating our acquired companies involves a number of risks that could materially and adversely affect our business, including: • failure of the acquired companies to achieve the results we expect; • inability to retain key personnel of the acquired companies; • risks associated with unanticipated events or liabilities; and • the difficulty of establishing and maintaining uniform standards, controls, procedures and policies, including accounting controls and procedures. If any of our acquired companies suffers customer dissatisfaction or performance problems, this could adversely affect the reputation of our group of companies and could materially and adversely affect our business, financial condition, future results and cash flow. We encounter intense competition in the energy storage market. We are experiencing intense competition in the energy storage market from independent power producers, developers, and third- party investors. If we are unable, as a result of increased competition, to grow our energy storage portfolio while meeting our profitability goals, our business, financial condition, future results and cash flow could be materially and adversely affected. Changes in costs and technology may significantly impact our business by making our power plants and products less competitive resulting in the inability to sign new PPAs for our Electricity segment and new supply and EPC contracts for our Products segment. A basic premise of our business model is that generating baseload power at geothermal power plants produces electricity at a competitive price. However, traditional coal- fired systems and gas- fired systems may under certain economic conditions produce electricity at lower average prices than our geothermal plants. In addition, there are other technologies that can produce electricity such as hydroelectric systems, fuel cells, microturbines, wind turbines, energy storage systems and solar PV systems. Some of these alternative technologies currently produce electricity at higher average prices than our geothermal plants while others produce electricity at lower average prices. It is possible that technological advances and economies of scale will further reduce the cost of alternate methods of power generation. It is also possible that energy technologies will compete with our basic premise of a firm (non- intermittent) renewable baseload power source by combining renewable technologies with energy storage to provide an alternative to firm baseload energy. If this were to happen, the competitive advantage of our power plants may be significantly impaired and will cause reduction and / or inability to sign new PPAs for our Electricity segment and new supply and EPC contracts for our Products segment. Our intellectual property rights may not be adequate to protect our business. Our existing intellectual property rights may not be adequate to protect our business. We occasionally file patent applications which cover our products (mainly power units based on the ORC) and systems (mainly geothermal power plants and industrial waste heat recovery plants for electricity production). However, the patent application process is expensive, time- consuming and complex and we may not be able to prepare, file, prosecute, maintain and enforce all necessary or desirable patent applications at a reasonable cost or in a timely manner. Patents may be invalidated and patents may not be issued on the basis of our patent applications. Additionally, the scope of patent protection can be reinterpreted after issuance. Even if our patent applications do issue as patents, they may not issue in a form that is sufficiently broad to protect our technology, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage. In addition, any patents issued to us or for which we have use rights may be challenged, narrowed, invalidated or circumvented. Third parties may initiate opposition, interference, re- examination, post-grant review, inter partes review, nullification or derivation actions, or similar proceedings challenging the inventorship, validity, enforceability or scope of our patents. An adverse determination in any such proceeding or litigation could reduce the scope of, or invalidate our patent rights, allow third parties to commercialize our technology and compete directly with us, without payment to us, or result in our inability to commercialize our technology without infringing third- party patent rights. Such proceedings also may result in substantial cost and require significant time from our management, even if the eventual outcome is favorable to us. Our competitors or other third parties may also be able to circumvent our patents by developing similar or alternative technologies in a non- infringing manner. Consequently, we do not know whether any of our technology will be protectable or remain protected by valid and enforceable patents. In order to safeguard our unpatented proprietary know-how, trade secrets and technology, we rely on a combination of trade secret protection and non- disclosure provisions in agreements with employees and third parties having access to confidential or proprietary information. These measures may not adequately protect us from disclosure, use, reverse engineering, infringement, misappropriation or other violation of our proprietary information and other intellectual property rights by third parties. Furthermore, non- disclosure provisions can be difficult to enforce and, even if successfully enforced, may not be entirely effective. In addition, we cannot guarantee that we have entered into non- disclosure agreements with all employees and third parties that have or may have had access to our trade secrets and other confidential or proprietary information. Even if we adequately protect our intellectual property rights, litigation may be necessary to enforce these rights, which could result in substantial costs to us and a substantial diversion of management attention. Furthermore, attempts to enforce our intellectual property rights against third parties could also provoke these third parties to assert their own intellectual property or other rights against us, or result in a holding that invalidates or narrows the scope of our rights, in whole or in part. Our success and ability to compete also depends in part on our ability to operate without infringing, misappropriating or otherwise violating the intellectual or proprietary rights of third parties. While we have attempted to ensure that our technology and the operation of our business does not infringe other parties' patents and other intellectual property or proprietary rights, our competitors or other third parties may assert that certain aspects of our business or technology infringe upon, misappropriate or otherwise violate their intellectual property or proprietary rights. In addition, former employers of our current, former or future employees may assert claims that such employees have improperly disclosed to us the confidential or proprietary information of these former employers. Infringement, misappropriation or other intellectual property violation claims, regardless of merit or ultimate outcome, can be expensive, hard to predict and time- consuming and can divert management' s attention from our core business. An assertion of an intellectual property infringement, misappropriation or other violation claim against us may result in adverse judgments, settlements on unfavorable terms or cause us to pay significant money damages, lose significant revenues, be prohibited from using the relevant technology or other intellectual property, or incur significant license, royalty or technology development expenses. Future litigation may also involve non- practicing entities or other intellectual property owners who have no relevant product offerings or revenue and against whom our own intellectual property may therefore provide little or no deterrence or protection. We may experience difficulties implementing and maintaining our new enterprise resource planning system We purchased and in early 2023 implemented a new enterprise resource planning (" ERP ") system. ERP implementations are complex and time- consuming. The ERP system is critical to our ability to provide important information to our management, obtain and deliver products, provide services and customer support, send invoices and track payments, fulfill contractual obligations, accurately maintain books and records, provide accurate, timely and reliable reports on our financial and operating results or otherwise file our financial statements with the SEC and operate our business. ERP implementations also require transformation of business and financial processes in order to reap the benefits of the ERP system; any such transformation involves risks inherent in the conversion to a new computer system, including loss of information and potential disruption to our normal operations. In addition, any disruptions, delays or deficiencies in the ongoing maintenance of the new ERP system could adversely affect our ability to process orders, ship products, provide services and customer support, send invoices and track payments, fulfill contractual obligations, accurately maintain books and records, provide accurate, timely and reliable reports on our financial and operating results, or otherwise file our financial statements with the SEC and operate our business. Additionally, if the new system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess it adequately could be delayed. A cyber- incident, cyber security breach, severe natural event or physical attack on our operational networks and information technology systems could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. We rely on information technology systems that allow us to create, store, retain, transmit and otherwise process proprietary and sensitive or confidential information, including our business and financial information, and personal information regarding our employees and third- parties. We also rely on our operational technology systems to manufacture equipment for our energy projects, operate our power plants and provide our services. In addition, we often rely on third- party vendors to host, maintain, modify and update our systems. Our and our third- party vendors' technology systems can be damaged by malicious events such as cyber and physical attacks, computer viruses, malicious and destructive code, phishing attacks, denial of service or information, as well as security breaches, natural disasters, fire, power loss, telecommunications failures, employee misconduct, human error, and third parties such as traditional computer hackers, persons involved with organized crime or foreign state or foreign state- supported actors. Furthermore, our disaster recovery planning may not be sufficient for all situations. Any failure, disruptions to or decrease in the functionality of our or our third- party vendors' operational and information technology networks could impact our ability to maintain effective internal controls over financial reporting, cause harm to the environment, the public or our employees, and significantly disrupt and damage our assets and operations or those of third parties. We and our third- party vendors have been, and may in the future be, subject to breaches and attempts to gain unauthorized access to our information technology systems or sensitive or confidential data, or to disrupt our operations. To date, none of these breaches or attempts has, individually or in the aggregate, resulted in a security incident with a material effect on our operations or our financial condition, results of operations, liquidity, or cash flows. Despite implementation of security and control measures, we and our third- party vendors have not always been able to, and there can be no assurance that we or our third- party vendors will be able to in the future, anticipate or prevent unauthorized access to our or our third- party vendors' operational technology networks, information technology systems or data, or the disruption of our or our third- party vendors' operations. The techniques used to obtain unauthorized access to our and our third- party vendors' operational technology networks, information technology systems or data are constantly evolving and have become increasingly complex and sophisticated. Furthermore, such techniques change frequently and are often not detected until after they have been launched against a target. Therefore, we may be unable to anticipate these techniques and may not become aware in a timely manner of such a security breach, which could exacerbate any damage we experience. Such events could cause interruptions in the operation of our business, damage our operational technology networks and information technology systems, subject us to significant expenses, remediation costs, litigation, disputes, claims by third parties and regulatory actions or investigations that could result in damages, material fines and penalties, and harm to our reputation, any of which could have a material adverse effect on our financial condition, results of operations, liquidity, and cash flows. We may maintain cyber liability insurance that covers certain damages caused by cyber incidents. However, there is no guarantee that adequate insurance will continue to be available at rates that we believe are reasonable or that the costs of responding to and recovering from a cyber incident will be covered by insurance or recoverable in rates. In addition, we are subject to various legislation, regulations, directives and guidelines from federal, state, local and foreign agencies, such as FERC, that are intended to strengthen cybersecurity measures required for information and operational technology and critical energy infrastructure and that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal information. In California, for example, the California Consumer Privacy Act (the " CCPA ") imposes obligations on businesses to be transparent with their data privacy practices and vests consumers with rights to access and delete the personal information held by businesses. These requirements will become even more robust under the California Privacy Rights Act (the " CPRA ") which amends the CCPA to, among other things, extend consumer rights and business obligations to employees, and will become effective on January 1, 2023. These cybersecurity, data protection and privacy law regimes continue to evolve and may result in ever- increasing public scrutiny and escalating levels of capital expenditures, regulatory enforcement, sanctions and fines and increased costs for compliance. We have instituted security measures and safeguards to protect our operational systems and information technology assets, including certain safeguards required by FERC. Despite our implementation of security measures and safeguards, any failure to comply with FERC or any of these legal requirements could result in enforcement action against us, including fines, imprisonment of company officials and public censure, any of which could harm our reputation and have a material adverse effect on our financial condition, results of operations, liquidity, and cash flows. Risks Related to Governmental Regulations, Laws and Taxation Our financial performance could be adversely affected by changes in the legal and regulatory environment affecting our operations. All of our power plants are subject to extensive regulation, and therefore changes in applicable laws or regulations, or interpretations of those laws and regulations, could result in increased compliance costs, the need for additional capital expenditures or the reduction of certain benefits currently available to our power plants. The structure of domestic and foreign energy regulation currently is, and may continue to be, subject to challenges, modifications, the imposition of additional regulatory requirements, and restructuring proposals. We or our power purchasers may not be able to obtain all regulatory approvals that may be required in the future, or any necessary modifications to existing regulatory approvals, or maintain all required regulatory approvals. In addition, the cost of operation and maintenance and the operating performance of geothermal power plants may be adversely affected by changes in certain laws and regulations, including tax laws. Any changes to applicable laws and regulations or interpretations of those laws and regulations could significantly increase the regulatory- related compliance, tax and other expenses incurred by the power plants and could significantly reduce or entirely eliminate the revenues generated by one or more of the power plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flow. Pursuant to the terms of some of our PPAs with investor- owned electric utilities and publicly- owned electric utilities in states that have renewable portfolio standards, the failure to supply the contracted capacity and energy thereunder may result in the imposition of penalties. Pursuant to the terms of certain of our PPAs, we may be required to make payments to the relevant power purchaser under certain conditions, such as shortfall in delivery of renewable energy and energy credits, and not meeting certain performance threshold requirements, as defined in the relevant PPA. The amount of payment required is dependent upon the level of shortfall in delivery or performance requirements and is recorded in the period the shortfall occurs. In addition, if we do not meet certain minimum performance requirements, the capacity of the relevant power plant may be permanently reduced. Any or all of these considerations could materially and adversely affect our business, financial condition, future results and cash flow. If any of our domestic power plants loses its current Qualifying Facility status under PURPA, or if amendments to PURPA are enacted that substantially reduce the benefits currently afforded to Qualifying Facilities, our domestic operations could be adversely affected. Most of our domestic power plants are Qualifying Facilities pursuant to PURPA, which largely exempts the power plants from the FPA, and certain state and local laws and regulations regarding rates and financial and organizational requirements for electric utilities. If any of our domestic power plants were to lose its Qualifying Facility status, such power plant could become subject to the full scope of the FPA and applicable state regulation. The application of the FPA and other applicable state regulation to our domestic power plants could require our operations to comply with an increasingly complex regulatory regime that may be costly and greatly reduce our operational flexibility. If a domestic power plant were to lose its Qualifying Facility status, it would become subject to full regulation as a public utility under the FPA, and the rates charged by such power plant pursuant to its PPAs may be subject to the review and approval of FERC. FERC, upon such review, may determine that the rates currently set forth in such PPAs are not appropriate and may set rates that are lower than the rates currently charged. In addition, FERC may require that the affected domestic power plant refund amounts previously paid by the relevant power purchaser to such power plant. Even if a power plant does not lose its Qualifying Facility status, pursuant to regulations issued by FERC for Qualifying Facility power plants above 20 MW, if a power plant' s PPA is terminated or otherwise expires, and the subsequent sales are not made pursuant to a state' s implementation of PURPA, that power plant will become subject to FERC' s ratemaking jurisdiction under the FPA. Moreover, a loss of Qualifying Facility status also could permit the power purchaser, pursuant to the terms of the particular PPA, to cease taking and paying for electricity from the relevant power plant or, consistent with FERC precedent, to seek refunds of past amounts paid. This could cause the loss of some or all of our revenues payable pursuant to the related PPAs, result in significant liability for refunds of past amounts paid, or otherwise impair the value of our power plants. If a power purchaser were to cease taking and paying for electricity or seek to obtain refunds of past amounts paid, there can be no assurance that the costs incurred in connection with the power plant could be recovered through sales to other purchasers or that we would have sufficient funds to make such payments. In addition, the loss of Qualifying Facility status would be an event of default under the financing arrangements currently in place for some of our power plants, which would enable the lenders to exercise their remedies and enforce the liens on the relevant power plant. Pursuant to the Energy Policy Act of 2005, FERC also has the authority to prospectively lift the mandatory obligation of a utility under PURPA to offer to purchase the electricity from a Qualifying Facility if the utility operates in a workably competitive market. Our existing PPAs between a Qualifying Facility and a utility are not affected. If, in addition to the California utilities' waiver of the mandatory purchase obligation for QF projects that exceed 20 MW described in the risk factor above, the utilities in the other regions in which our domestic power plants operate were to be relieved of the mandatory purchase obligation, they would not be required to purchase energy from the power plant in the region under Federal law upon termination of the existing PPA or with respect to new power plants, which could materially and adversely affect our business, financial condition, future results and cash flow. Moreover, FERC has the authority to modify its regulations relating to the utility' s mandatory purchase obligation under PURPA, which could result in the reduction in the purchase obligation of California and other utilities to a level below 5 MW, or the elimination of the purchase obligation. If that were to occur it could materially and adversely affect our business, financial condition, future results and cash flow. The PURPA and QF described risks identified above are not likely to affect our Nevada based facilities that entered into PPAs with NV Energy as the off- taker after Nevada initially adopted its RPS in 2001. Those PPAs and the related rates agreed to for such facilities by the off- taker were not based upon PURPA or a QF mandated rate but were instead adopted as a result of a competitive bidding process and approved as part of the off- taker' s integrated resource planning process and in order for the off- taker to comply with Nevada' s RPS. While those PPAS were initially required to file for QF or EWG status with the FERC, the PPAs and their related prices for the term of the PPA were not approved by the FERC pursuant to PURPA. The PURPA and QF risks described above also are not likely to affect our Nevada and California based projects that have their PPAs with the SCPPA because SCPPA is not a regulated public utility under PURPA. The reduction ~~or~~ **,** elimination ~~of~~ **or inability to monetize** government incentives could adversely affect our business, financial condition, future results and cash flows. Construction and operation of our geothermal power plants and recovered energy- based power plants has benefited, and may benefit in the future, from public policies and government incentives that support renewable energy and enhance the economic feasibility of these projects in regions and countries where we operate. On August 16, 2022, the US President signed into law the Inflation Reduction Act (IRA), which contains tax incentives and other provisions that incentivize investment, development and deployment of renewable energy sources and technologies. We expect that the construction and operations of our geothermal power plants, recovered energy- based power plants, battery energy storage systems and solar PV will benefit in the future from the IRA and enhance the economic feasibility of projects in the United States. There are additional public policy and government incentives that currently benefit and that we expect will benefit the Company in the future in countries outside of the United States as well as States within the United States. **For example, these projects may generate PTCs and ITCs that we may use to offset our tax liabilities or that we may**

monetize. The incentives in these jurisdictions include accelerated depreciation tax benefits, rebates, mandated feed- in tariffs and other similar incentives. The availability and continuation of these public policies and government incentives have a significant effect on the economics and viability of our development program and continued construction of new geothermal, recovered energy- based, solar PV facilities and, recently, energy storage projects. Any changes to such public policies, or any reduction in or elimination or expiration of such government incentives, could affect us in different ways. For example, any reduction in, termination or expiration of renewable portfolio standards may result in less demand for generation from our geothermal and recovered energy- based, power plants. Any reductions in, termination or expiration of other government incentives could reduce the economic viability of, and cause us to reduce, the construction of new geothermal, recovered energy- based, solar PV or any other power plants. Policies supporting or deregulating the exploration, production and use of fossil fuels may create regulatory uncertainty in the renewable energy industry. Similarly, any such changes that affect the geothermal energy industry in a manner that is different from other sources of renewable energy, such as wind or solar, may put us at a competitive disadvantage compared to businesses engaged in the development, construction and operation of renewable power projects using such other resources **. In addition, although we may have the legal ability to monetize ITCs and PTCs, our ability to do so is subject to market prices and demand, which may be lower than we anticipate** . Any of the foregoing outcomes could have a material adverse effect on our business, financial condition, future results, and cash flows. We are a holding company and our cash depends substantially on the performance of our subsidiaries and the power plants they operate, most of which are subject to restrictions and taxation on dividends and distributions. We are a holding company whose primary assets are our ownership of the equity interests in our subsidiaries. We conduct no other business and, as a result, we depend entirely upon our subsidiaries' earnings and cash flow. The agreements pursuant to which some of our subsidiaries have incurred debt restrict the ability of these subsidiaries to pay dividends, make distributions or otherwise transfer funds to us prior to the satisfaction of other obligations, including the payment of operating expenses, debt service and replenishment or maintenance of cash reserves. In the case of some of our power plants that are owned jointly with other partners, there may be certain additional restrictions on dividend distributions pursuant to our agreements with those partners. In all of the foreign countries where our existing power plants are located, dividend payments to us may also be subject to withholding taxes. Each of the events described above may reduce or eliminate the aggregate amount of cash we can receive from our subsidiaries. The costs of compliance with federal, state, local and foreign environmental laws and our ability to obtain and maintain environmental permits and governmental approvals required for development, construction and / or operation may result in liabilities, costs and delays in construction (as well as any fines or penalties that may be imposed upon us in the event of any non- compliance or delays with such laws or regulations) that could materially and adversely affect our business, financial condition, future results and cash flow and these liabilities and costs may increase in the future. Our operations are subject to extensive environmental laws, ordinances and regulations, which may cause us to incur significant costs and liabilities. These laws, ordinances and regulations can be subject to change and such change could result in increased compliance costs, the need for additional capital expenditures, or otherwise adversely affect us. In addition, our power plants are required to comply with numerous federal, state, local and foreign statutory and regulatory environmental standards and to maintain numerous environmental permits and governmental approvals required for development, construction and / or operation. We may not be able to renew, maintain or obtain all environmental permits and governmental approvals required for the continued operation or further development and construction of the power plants. We have not yet obtained certain permits and government approvals required for the completion and successful operation of power plants under development, construction or enhancement. Our failure to renew, maintain or obtain required permits or governmental approvals, including the permits and approvals necessary for operating power plants under development, construction or enhancement, could cause our operations to be limited or suspended resulting in fines under the PPA. We may also be subject to litigation seeking to rescind or delay our receipt of environmental permits and governmental approvals. **For example, a lawsuit was filed by the Center for Biological Diversity and Fallon Paiute-Shoshone Tribe in 2021 that sought to revoke the BLM' s approval of the development of our Dixie Meadows geothermal power plant in Nevada. While the proceeding has been administratively closed without prejudice to reopening upon a motion by either party, there can be no assurance that the Company will be able to obtain the necessary approvals to develop Dixie Meadows as originally intended, or at all.** See **also,** " Litigation, legal proceedings, regulatory investigations or other administrative proceedings could expose us to significant liabilities and reputational damage that could have a material adverse effect on us " for additional information. In addition, some of the environmental permits and governmental approvals that have been issued to the power plants contain conditions and restrictions, including restrictions or limits on emissions and discharges of pollutants and contaminants, or may have limited terms. If we fail to satisfy these conditions or comply with these restrictions, or with any statutory or regulatory environmental standards, we may become subject to regulatory enforcement action and the operation of the power plants could be adversely affected or be subject to fines, penalties or additional costs or other sanctions, including the imposition of investigatory or remedial obligations of the issuance of orders limiting or prohibiting our operations. We could be exposed to significant liability for violations of hazardous substances laws because of the use or presence of such substances at our power plants. Our power plants are subject to numerous domestic and foreign federal, regional, state and local statutory and regulatory standards relating to the generation, handling, transportation, use, storage, treatment and disposal of hazardous substances. We use butane, pentane, industrial lubricants, and other substances at our power plants which are or could become classified as hazardous substances. If any hazardous substances are found to have been released into the environment at or by the power plants in concentrations that exceed regulatory limits, we could become liable for the investigation and removal of those substances, regardless of their source and time of release. If we fail to comply with these laws, ordinances or regulations (or any change thereto), we could be subject to civil or criminal liability, the imposition of liens or fines, and cessation of operations, large expenditures to bring the power plants into compliance or other sanctions. Furthermore, under certain federal and states laws in the United States, we can be held liable for the cleanup of releases of hazardous substances at any of our current or former facilities or at any other locations where we arranged for disposal of those substances, even if we did not cause the release at that location or if the release complied with applicable law at the time it occurred. Liability under these laws can be joint and several. The cost of any remediation activities in connection with a spill or other release of such substances could be significant and could expose us to significant liability. U. S. federal, state and international income tax law changes could adversely affect us The Company continuously monitors and examines the impact of U. S. and international tax law changes, such as the Tax Act, CARES and similar tax law changes internationally, in order to determine the impact it may have on our business. The overall impact of the global tax law changes is uncertain, and our business, financial condition, future results and cash flow, as well as our stock price, could be adversely affected. **The Organization for Economic Co- operation and Development (OECD) has a framework to implement a global minimum corporate tax of 15 % for companies with global revenues and profits above certain thresholds (referred to as Pillar 2), with certain aspects of Pillar 2 effective January 1, 2024 and other aspects effective January 1, 2025. At this time, the Company does not meet the revenue threshold requirements. The Company does anticipate being subject to Pillar 2 in future years based off anticipated growth projections. We will continue to evaluate the impact of proposed and enacted legislative changes to our effective tax rate and cash flows as new guidance becomes available.** Litigation, legal proceedings, regulatory investigations or other administrative proceedings could expose us to significant liabilities and reputational damage that could have a material adverse effect on us. We are involved in the ordinary course of business and otherwise in a number of lawsuits involving, among other matters, employment, commercial, and environmental issues, and other claims for injuries and damages ~~, including the lawsuit filed by the Center for Biological Diversity and Fallon Paiute-Shoshone Tribe on December 15, 2021 in the U. S. District Court for the District of Nevada, which seeks to revoke the BLM' s approval of the development of our Dixie Meadows geothermal power plant in Nevada on the basis that the BLM failed to adequately consider in its final environmental review the project' s impact on the tribe' s interests in performing traditional religious practices and the habitat of a species of toad native to the area~~ . We evaluate litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these evaluations and estimates, when required by applicable accounting rules, we establish reserves and disclose the relevant litigation claims or legal proceedings, as appropriate. These evaluations and estimates are based on the information available to management at the time and involve a significant amount of judgment. Actual outcomes or losses may differ materially from current evaluations and estimates. The settlement or resolution of such claims or proceedings may have a material adverse effect on us. We use appropriate means to contest litigation threatened or filed against us, but the litigation environment poses a significant business risk. We are also involved in the ordinary course of business in regulatory investigations and other administrative proceedings, and we are exposed to the risk that we ~~may~~ become the subject of additional regulatory investigations or administrative proceedings. For example, we are providing information to the SEC and Department of Justice (" DOJ") related to their investigation into certain claims made in a report published by a short seller regarding the Company' s compliance with anti- corruption laws and formed a Special Committee of independent directors, which worked with outside legal counsel to investigate the claims made. Risks Related to Economic and Financial Conditions We may be unable to obtain the additional financing we need to pursue our growth strategy and any future financing we receive may be less favorable to us than our current financing arrangements, either of which may adversely affect our ability to expand our operations. Some of our geothermal power plants have been financed using leveraged financing structures, consisting of non- recourse or limited recourse debt obligations. Each of our projects under development or construction and those projects and businesses we may seek to acquire, or construct will require substantial capital investment. Our continued access to capital on acceptable or favorable terms to us is necessary for the success of our growth strategy, particularly in enhancing our portfolio through M & A activities. Our attempts to obtain future financings may not be successful or on favorable terms. In recent years, we have also increased our corporate recourse debt at the holding company level due to our ability to obtain improved economic terms, and in June 2022 we issued, $ 431. 25 million aggregate principal amount of 2. 50 % convertible senior notes due 2027, which we refer to as the " Notes ". Our existing and any future indebtedness may make it more difficult for us to refinance or borrow additional funds in the future, limiting our ability to pursue our growth strategy. Market conditions and other factors may not permit future project and acquisition financings on terms similar to those our subsidiaries have previously received. Our ability to arrange for financing on a substantially non- recourse or limited recourse basis, and the costs of such financing, are dependent on numerous factors, including general economic conditions, conditions in the global capital and credit markets, investor confidence, the continued success of current power plants, the credit quality of the power plants being financed, the political situation in the country where the power plant is located, and the continued existence of tax and securities laws which are conducive to raising capital. If we are not able to obtain financing for our power plants on a substantially non- recourse or limited recourse basis, we may have to finance them using recourse capital such as direct equity investments or the incurrence of additional debt by us. Also, in the absence of favorable financing options, we may decide not to build new plants or acquire facilities from third parties. Any of these alternatives could have a material adverse effect on our growth prospects. We may also need additional financing to implement our strategic plan. For example, our cash flow from operations and existing liquidity facilities may not be adequate to finance any acquisitions we may want to pursue or new technologies we may want to develop or acquire. Financing for acquisitions or technology development activities may not be available on the non- recourse or limited recourse basis we have historically used for our business, or on other terms we find acceptable. Our debt obligations may adversely affect our ability to raise additional capital and will be a burden on our future cash resources, particularly if we elect to settle these obligations in cash upon conversion or upon maturity or required repurchase. Our ability to meet our payment obligations under the Note, depends on our future cash flow performance. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors, as well as other factors that may be beyond our control. There can be no assurance that our business will generate positive cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our debt payment obligations and to fund other liquidity needs. If we are unable to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. As a result, we may be more vulnerable to economic downturns, less able to withstand competitive pressures and less flexible in responding to changing business and economic conditions. Our foreign power plants and foreign manufacturing operations expose us to risks related to fluctuations in currency rates, which may reduce our profits from such power plants and operations. Risks attributable to fluctuations in currency exchange rates can arise when any of our foreign subsidiaries incur operating or other expenses in one type of currency but receive revenues in another. In such cases, an adverse change in exchange rates can reduce such subsidiary' s ability to meet its debt service obligations, reduce the amount of cash and income we receive from such foreign subsidiary or increase such subsidiary' s overall expenses. In addition, the imposition by foreign governments of restrictions on the transfer of foreign currency abroad, or restrictions on the conversion of local currency into foreign currency, would have an adverse effect on the operations of our foreign power plants and foreign manufacturing operations, and may limit or diminish the amount of cash and income that we receive from such foreign power plants and operations. Our power plants have generally been financed through a combination of our corporate funds and limited or non- recourse project finance debt and lease financing. If our project subsidiaries default on their obligations under such limited or non- recourse debt or lease financing, we may be required to make certain payments to the relevant debt holders, and if the collateral supporting such leveraged financing structures is foreclosed upon, we may lose certain of our power plants. Our power plants have generally been financed using a combination of our corporate funds and limited or non- recourse project finance debt or lease financing. Limited recourse project finance debt refers to our additional agreement, as part of the financing of a power plant, to provide limited financial support for the power plant subsidiary in the form of limited guarantees, indemnities, capital contributions and agreements to pay certain debt service deficiencies. Non- recourse project finance debt or lease financing refers to financing arrangements that are repaid solely from the power plant' s revenues and are secured by the power plant' s physical assets, major contracts, cash accounts and, in many cases, our ownership interest in the project subsidiary. If our project subsidiaries default on their obligations under the relevant debt documents, creditors of a limited recourse project financing will have direct recourse to us, to the extent of our limited recourse obligations, which may require us to use distributions received by us from other power plants, as well as other sources of cash available to us, in order to satisfy such obligations. In addition, if our project subsidiaries default on their obligations under the relevant debt documents (or a default under such debt documents arises as a result of a cross- default to the debt documents of some of our other power plants) and the creditors foreclose on the relevant collateral, we may lose our ownership interest in the relevant project subsidiary or our project subsidiary owning the power plant would only retain an interest in the physical assets, if any, remaining after all debts and obligations were paid in full. Possible fluctuations in the cost of construction, raw materials, commodities and drilling may materially and adversely affect our business, financial condition, future results, and cash flow. Our manufacturing operations are dependent on the supply of various raw materials, including primarily steel and aluminum, commodities, vessels and industrial equipment components that we use. We currently obtain all such raw materials, commodities and equipment at prevailing market prices. We are not dependent on any one supplier and do not have any long- term agreements with any of our suppliers. Global events **,** such as ~~COVID- 19~~ **the ongoing military conflicts at some of Israel' s borders have also** resulted in ~~a shutdown~~ **delays in supply and increased costs. See also, " Conditions in and around Israel, where the majority** of ~~certain businesses~~ **our senior management and our main production and manufacturing facilities are located, including the ongoing military conflicts** at **some** ~~the beginning~~ of **Israel'** ~~the outbreak, which have since reopened, and resulted in delays in the supply and cost increase of raw materials and components that we purchased for our equipment manufacturing and in the cost increase of marine and other transportation, which delays and cost increases are beginning to moderate. Additionally, Russia'~~ s **borders** ~~ongoing invasion of and military attacks on Ukraine~~ , ~~including indirect impacts as a result of sanctions and economic disruption, has complicated and~~ may ~~continue~~ **adversely affect our operations and may limit our ability** to ~~further complicate existing supply chain constraints~~ **produce and sell our products, and support our Electricity segment** . **"** Our development activity is also impacted by the supply delay and cost increase of storage batteries and Solar PV panels. Further cost increases of such raw materials, commodities and equipment could adversely affect our profit margins. Our commodity derivative activity may limit potential gains, increase potential losses, result in earnings volatility and involve other risks. We enter, from time to time, into commodity derivative contracts to manage our price exposure to our energy storage segment revenue. While these transactions are intended to limit our exposure to the adverse effects of fluctuations of storage services prices, they may also limit our ability to benefit from favorable changes in market conditions, and may subject us to periodic earnings volatility in the instances where we do not seek hedge accounting for these transactions or if the correlation between the hedge and the actual performance of the asset will be lower. Also, in connection with such derivative transactions, we may be required to make cash payments to maintain margin accounts and to settle the contracts at their value upon termination. Finally, this activity exposes us to potential risk of counterparties to our derivative contracts failing to perform under the contracts. As a result, the effectiveness of our risk management could have an impact on our business, results of operations and cash flows. We have incurred substantial indebtedness that may decrease our business flexibility, access to capital, and / or increase our borrowing costs, and we may still incur substantially more debt, which may adversely affect our operations and financial results. In June 2022, we issued $ 431. 25 million aggregate principal amount of 2. 50 % convertible senior notes due 2027, which we refer to as the Notes. As of December 31, ~~2022~~ **2023** , we had $ 431. 3 million outstanding aggregate principal amount of Notes. Our indebtedness may limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes, limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes, require us to use a substantial portion of our cash flow from operations to make debt service payments, limit our flexibility to plan for, or react to, changes in our business and industry, place us at a competitive disadvantage compared to our less leveraged competitors and increase our vulnerability to the impact of adverse economic and industry conditions. We may issue additional shares of our common stock in connection with conversions of the Notes, and thereby dilute our existing stockholders and potentially adversely affect the market price of our common stock. In the event that the Notes are converted and the conversion value exceeds $ 1, 000 per $ 1, 000 principal amount of Notes, the ownership interests of existing stockholders will be diluted, and any sales in the public market of any shares of our common stock issuable upon such conversion could adversely affect the prevailing market price of our common stock. In addition, the anticipated conversion of the Notes could depress the market price of our common stock. The fundamental change provisions of the Notes may delay or prevent an otherwise beneficial takeover attempt of us. If the Company undergoes a " fundamental change ", subject to certain conditions, holders may require the Company to repurchase for cash all or part of their Notes at a fundamental change repurchase price equal to 100 % of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, if such fundamental change also constitutes a " make- whole fundamental change ", the conversion rate for the Notes may be increased upon conversion of the Notes in connection with such " make- whole fundamental change ". Any increase in the conversion rate will be determined based on the date on which the " make- whole fundamental change " occurs or becomes effective and the price paid (or deemed paid) per share of our common stock in such transaction. Any such increase will be dilutive to our existing stockholders. Our obligation to repurchase the Notes or increase the conversion rate upon the occurrence of a make- whole fundamental change may, in certain circumstances, delay or prevent a takeover of us that might otherwise be beneficial to our stockholders. The Capped Call Transactions may affect the value of the Notes and our common stock. In connection with the issuance of the Notes, we entered into Capped Call Transactions with certain financial institutions. The Capped Call Transactions are expected generally to reduce or offset the potential dilution upon conversion of the Notes and / or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and / or offset subject to a cap. From time to time, certain financial institutions (with which we entered into the Capped Call Transactions) or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and / or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could also cause or avoid an increase or a decrease in the market price of our common stock. The potential effect, if any, of these transactions and activities on the price of our common stock or Notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our common stock. We are subject to counterparty risk with respect to the Capped Call Transactions. All or some of the financial institutions (which are counterparties to the capped call transactions) might default under the Capped Call Transactions. Our exposure to the credit risk of the counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under the capped call transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties. We are exposed to swap counterparty credit risk that could materially and adversely affect our business, operating results, and financial condition. We rely on cross- currency swap contracts to effectively manage our currency risk related to our Senior Unsecured Bonds- Series 4 issued in July 2020. Failure of any of our counterparties to perform under derivatives contracts could disrupt our hedging operations if the counterparties do not fulfill their obligations under the agreements, particularly if we were entitled to a termination payment under the terms of the contract that we did not receive, if we had to make a termination payment upon default of the counterparty, or if we were unable to reposition the swap with a new counterparty. We may not be able to obtain sufficient insurance coverage to cover damages resulting from any damages to our assets and profitability including but not limited to natural disasters such as volcanic eruptions, lava flows, wind and earthquake, which could materially and adversely affect our business, operating results, and financial condition. We maintain physical damage and business interruption insurance however, our business interruption and property damage insurance coverage may not be sufficient to cover all losses sustained as a result of natural disasters such as flood, volcanic eruptions, lava flows, wind and earthquake or any other insurable risk. In addition, insurance coverage may not continue to be available in the future at rates that we believe are reasonable or in amounts of coverage or with scope of coverage adequate to insure against future natural disasters. Following the May 2018 eruption of the Kilauea volcano in Hawaii, the full amount of our insurance claim for damages to our Puna power plant was denied and we experienced increased costs and difficulties in obtaining sufficient insurance coverage for natural disasters. Before the eruption in 2018, we obtained natural disasters business interruption and property damage insurance coverage of up to approximately $ 100 million compared to $ 30 million, with portions of the risk self- insured, secured in 2022 and 2023. An inability to obtain sufficient and adequate insurance to cover all book net equity may cause us to self- insure some or all of a particular location and losses, causing us to experience higher than expected insurance costs. If insurance premiums or deductibles were to increase in the future, if certain types of insurance coverage were to become unavailable or cost prohibitive, if we were to have to increase the percentage of our self- insured insurance coverage or if we were to experience losses in excess of, or outside the scope of, our insurance coverage, such additional costs could have a material adverse effect on our business, financial condition, results of operations and cash flows. Risks Related to Force Majeure ~~Risks relating to public health epidemics, including the ongoing COVID- 19 pandemic, have had, and may continue to have, an adverse impact on our business and financial results. We face various risks relating to public health issues, including~~

~~epidemics, pandemics, and other outbreaks, including the ongoing COVID- 19 pandemic. The effects and potential effects of COVID- 19 include, but are not limited to: delays in permitting, its impact on general economic conditions, trade and financing markets, adverse impacts on customers' purchasing decisions, reduction in the demand for electricity and for our products, supply chain difficulties, an increase in the cost of raw materials, and significant uncertainty in the overall continuity in business operations. Also, the economics of some of projects may impacted by the rising inflation as the energy rate at some of our U. S. PPAs is not tied to CPI and has no escalation. We continue to monitor closely the impact of COVID- 19 on all aspects of our business and geographies, including its impact on our employees, customers, and suppliers. The extent to which the COVID- 19 pandemic may continue to affect our business will depend on continued developments, such as the emergence of new variants and status of governmental measures to combat it, which are uncertain and cannot be predicted. Even after the COVID- 19 pandemic has subsided, we may continue to suffer an adverse effect on our business due to possible longer- term global economic effects of COVID- 19, including any economic recession. In addition, a resurgence of COVID- 19 cases or an emergence of additional variants or strains could cause other widespread or more severe impacts depending on where infection rates are highest. In addition, the impact of COVID- 19 on macroeconomic conditions may impact the proper functioning of financial and capital markets, foreign currency exchange rates, commodity and interest rates. Any of the events described above could amplify the other risks and uncertainties described in this report and could materially adversely affect our business, financial condition, results of operations and / or stock price.~~ The existence of a prolonged force majeure event or a forced outage affecting a power plant, or the transmission systems could reduce our net income and materially and adversely affect our business, financial condition, future results and cash flow. The operation of our subsidiaries' geothermal power plants is subject to a variety of risks, including **public health issues, such as epidemics, pandemics, and other outbreaks, as well** events such as fires, explosions, earthquakes, landslides, floods, severe storms, volcanic eruptions, lava flow or other similar events **. Any of these events could result in a shutdown of certain of our businesses, such as the COVID- 19 epidemic, which resulted in a shutdown of our business at the beginning of the outbreak** . If a power plant experiences an occurrence resulting in a force majeure event, although our subsidiary that owns that power plant would be excused from its obligations under the relevant PPA, the relevant power purchaser may not be required to make any capacity and / or energy payments with respect to the affected power plant for as long as the force majeure event continues and, pursuant to certain of our PPAs, will have the right to prematurely terminate the PPA. Additionally, to the extent that a forced outage has occurred, and if as a result the power plant fails to attain certain performance requirements under certain of our PPAs, the power purchaser may have the right to permanently reduce the contract capacity (and correspondingly, the amount of capacity payments due pursuant to such agreements in the future), seek refunds of certain past capacity payments, and / or prematurely terminate the PPA. As a consequence, we may not receive any net revenues from the affected power plant other than the proceeds from any business interruption insurance that applies to the force majeure event or forced outage after the relevant waiting period and may incur significant liabilities in respect of past amounts required to be refunded. ~~On May 3, 2018, the Kilauea volcano located in close proximity to our Puna 38 MW geothermal power plant in the Puna district of Hawaii' s Big Island erupted following a significant increase in seismic activity in the area. The lava ultimately covered the wellheads of three geothermal wells, monitoring wells and the substation of the Puna complex and an adjacent warehouse that stored a drilling rig that was also consumed by the lava. We resumed operations and the Puna power plant is operating at approximately 23- 25 MW.~~ In addition to our power plant in Puna, Hawaii, our power plant in Amatitlan, Guatemala is located in proximity to an active volcano. As a result of recent events impacting our Puna facility, we cannot be certain how investors will assess the risks to which our facilities are subject and whether this assessment will adversely impact perceptions of our business and our share price. Threats of terrorism may impact our operations in unpredictable ways and could adversely affect our business, financial condition, future results and cash flow. Our operations and facilities, in particular, our generation and transmission facilities, information technology systems and other infrastructure facilities, systems and physical assets that we acquire, construct or develop, as well as those of third parties on which we rely, may be targets of terrorist acts and threats, as well as events occurring in response to or in connection with them, that could cause environmental repercussions, result in full or partial disruption of our operations. These operations and facilities are also subject to natural disasters, public health crises, fire, power loss and telecommunication failures. Any of our assets or those of third- party vendors could be directly or indirectly affected by such events or activities. Any such terrorist acts, environmental repercussions or disruptions or natural disasters could result in a significant decrease in revenues or significant reconstruction or remediation costs, beyond what could be recovered through insurance policies, which could have a material adverse effect on the business, financial condition, results of operations and cash flows. Risks Related to Ownership of Our Common Stock Future equity issuances, including through our current or any future equity compensation plans, could result in dilution, which could cause the price of our shares of common stock to decline. We may issue additional shares of our common stock in the future pursuant to current or future equity compensation plans, upon conversions of preferred stock or debt, including the Notes, or in connection with future acquisitions or financings. We may also seek to raise additional funds, finance acquisitions or develop strategic relationships by issuing additional shares of our common stock. If we choose to raise capital by selling shares of our common stock, or securities convertible into shares of our common stock, or additional shares are issued for the reasons described above or otherwise, the issuance could have a dilutive effect on the holders of our common stock and could have a material negative effect on the market price of our common stock. A substantial percentage of our common stock is held by stockholders whose interests may conflict with the interests of our other stockholders. As of December 31, ~~2022~~ **2023** , ORIX holds 11. ~~9~~ **06** % of our shares of common stock outstanding. Pursuant to the Governance Agreement between us and ORIX entered into in connection with this stock purchase transaction, based on its current level of ownership of our shares, ORIX has the right to designate one director to our Board for as long as ORIX and its affiliates collectively hold at least 5 % of the voting power of all of our outstanding voting securities, the right to representation on certain committees of our Board as well as preemptive rights pursuant to the Governance Agreement. In addition, the Governance Agreement provides ORIX preemptive rights in the event we issue common stock or other securities that entitle the holder to vote for the election of directors. ORIX may also exercise certain registration rights pursuant to the Registration Rights Agreement, as amended, between us and ORIX. As a result of these rights and ORIX' s beneficial ownership of our common stock, ORIX could exert influence through its Board representation on our and our subsidiaries' business, operations and management, including our strategic plans, or, as a significant stockholder, on matters submitted to a vote of our stockholders, including mergers, consolidations and the sale of all or substantially all of our assets. This concentration of ownership of our common stock could delay or prevent proxy contests, mergers, tender offers, or other purchases of our common stock that might otherwise give our stockholders the opportunity to realize a premium over the then- prevailing market price for our shares. If ORIX requires us to register for sale the common stock held by ORIX or ORIX otherwise sells its common stock in the public markets, the price of our common stock may decline. This concentration of ownership may also adversely affect the liquidity of our common stock. The price of our common stock may fluctuate substantially, and your investment may decline in value. The market price of our common stock may be highly volatile and may fluctuate substantially due to many factors, including: • actual or anticipated fluctuations in our results of operations including as a result of seasonal variations in our Electricity segment- based revenues or variations from year- to- year in our Product segment- based revenues; • variance in our financial performance from the expectations of market analysts; • conditions and trends in the end markets we serve, and changes in the estimation of the size and growth rate of these markets; • our ability to integrate acquisitions; • announcements of significant contracts by us or our competitors; • changes in our pricing policies or the pricing policies of our competitors; • restatements of historical financial results and changes in financial forecasts; • loss of one or more of our significant customers; • legislation; • changes in market valuation or earnings of our competitors; • the trading volume of our common stock; • the trading of our common stock on multiple trading markets, which takes place in different currencies and at different times; and • general economic conditions. In addition, the stock market in general, and the NYSE and the market for energy companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of particular companies affected. These broad market and industry factors may materially harm the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company' s securities, securities class- action litigation has often been instituted against that company. Such litigation, if instituted against us could result in substantial costs and a diversion of management' s attention and resources, which could materially harm our business, financial condition, future results and cash flow. We are generally obliged under our bylaws, to the extent permitted under Delaware law, to indemnify our current and former officers who are named as defendants in these types of lawsuits. While a certain amount of insurance coverage is available for expenses or losses associated with these lawsuits, this coverage may not be sufficient for certain litigation. For information on our recently dismissed and ongoing securities class actions, see " Commitments and Contingencies " in Note 21 to the consolidated financial statements contained in Item 8 of this Annual Report.