

## Risk Factors Comparison 2025-03-06 to 2024-03-01 Form: 10-K

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**unauthorized access to and disclosure of our and our clients' proprietary or classified information. We rely on industry accepted security measures and technology to securely maintain all confidential and proprietary information on our computer systems, but they may still be vulnerable to these threats. As a result, we may be required to expend significant** resources to protect against the threat of these system disruptions and security breaches or to alleviate problems caused by these disruptions and breaches. Any of these events could damage our reputation and have a material adverse effect on our business, financial condition, results of operations and cash flows. Adverse changes in tax laws both in the United States and abroad, changes in tax rates or exposure to additional income tax liabilities could have a material adverse effect on our results of operations. On December 15, 2022, the European Union (EU) Member States formally adopted the EU' s Pillar Two Directive, which generally provides for a minimum effective tax rate of 15 %, as established by the Organization for Economic Co-operation and Development (OECD) Pillar Two Framework that was supported by over 130 countries worldwide. The EU' s Pillar Two Directive effective dates are January 1, 2024, and January 1, 2025, for different aspects of the directive. On July 17, 2023, the OECD published Administrative Guidance proposing certain safe harbor rules that effectively extend certain effective dates to January 1, 2027. EU Member States will still need to adopt the OECD Administrative Guidance in their local Pillar Two legislation for such safe harbor rules to apply. A significant number of other countries are also considering implementing similar legislation. We are continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending legislative adoption by additional individual countries, including those within the European Union. At this time, we do not expect the impact to be significant. Risk Factors Relating to Our IndebtednessOur indebtedness includes covenants and obligations with regard to our business activities that may restrict our ability to take certain actions which may negatively affect our financial condition. At December 31, ~~2023~~ **2024**, our total indebtedness under our three- year \$ 103. 0 million senior secured credit facility (the " Credit Agreement " ), dated May 15, 2023, as amended, was approximately \$ ~~38.23~~ **23**. 0 million. We must comply with various affirmative and negative covenants contained in our Credit Agreement, some of which may restrict the way in which we would like to conduct our business. Among other things, our requirements under our debt instruments could potentially limit our ability to: • incur additional indebtedness or liens; • make payments in respect of or redeem or acquire any debt or equity issued by us; • sell assets; • make loans or investments; • make guarantees; • enter into any hedging agreement for speculative purposes; • acquire or be acquired by other companies; or • amend some of our contracts. The restrictions under our indebtedness may prevent us from engaging in certain transactions which might otherwise be considered beneficial to us, for example, they could: • increase our vulnerability to general adverse economic and industry conditions; • limit our ability to fund future working capital and capital expenditures, to engage in future acquisitions, to enter into new construction or development activities, or to otherwise fully realize the value of our assets and opportunities because of the need to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness or to comply with any restrictive terms of our indebtedness; • limit our flexibility in planning for, or reacting to, changes in our businesses and the industries in which we operate; and • place us at a competitive disadvantage as compared to our competitors that have less debt. We may incur additional indebtedness in the future by issuing debt instruments, under new credit agreements, under joint venture credit agreements, under capital leases or synthetic leases, on a project- finance or other basis or a combination of these. If we incur additional indebtedness in the future, it likely would be under arrangements that may have terms and **23** ~~conditions~~ **conditions** at least as restrictive as those contained in our existing Credit Agreement. At December 31, 2023, available capacity to borrow on the revolving lines of credit was \$ 47. 7 million. Failure to comply with the terms and conditions of any existing or future indebtedness, including current or prospective covenants, would constitute an event of default. If an 22