Risk Factors Comparison 2024-02-29 to 2023-02-24 Form: 10-K

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In addition to the other information set forth in this report, you should carefully consider the following factors which could materially affect our business, financial condition or results of operations. The risks described below are not the only risks we face. Additional factors not presently known to us or that we currently deem to be immaterial also may materially adversely affect our business, cash flows, financial condition or results of operations in future periods. Risks Related to our Business Economic and business conditions beyond Patrick' s control, including cyclicality and seasonality in the industries it sells products, could lead to fluctuations in and negatively impact operating results. The RV, marine, MH and industrial markets in which we operate are subject to cycles of growth and contraction in consumer demand, and volatility in production levels, shipments, sales and operating results, due to external factors such as general economic conditions, consumer confidence, employment rates, financing availability, interest rates, inflation, fuel prices, and other economic conditions affecting consumer demand and discretionary spending. Periods of economic recession and downturns have adversely affected our business and operating results in the past, and have potential to adversely impact our future results. Consequently, the results for any prior period may not be indicative of results for any future period. In addition, fluctuation in demand could adversely affect our management of inventory, which could lead to an inability to meet customer needs or a charge for obsolete inventory. Manufacturing operations in the RV, marine and MH industries historically have been seasonal and at their highest levels when the weather is moderate. Accordingly, the Company' s sales and profits had generally been the highest in the second quarter and lowest in the fourth quarter. Seasonal industry trends in the past several years have included the impact related to the addition of major RV manufacturer open houses for dealers in the August- September timeframe and marine open houses in the December- February timeframe, resulting in dealers delaying certain restocking purchases until new product lines are introduced at these shows. In addition, recent seasonal industry trends have been, and future trends may be, different than in prior years due to the impact of COVID- 19, volatile economic conditions, interest rates, access to financing, cost of fuel, national and regional economic conditions and consumer confidence on retail sales of RVs and marine units and other products for which the Company sells its components, as well as fluctuations in RV and marine dealer inventories, increased volatility in demand from RV and marine dealers, the timing of dealer orders, and from time to time, the impact of severe weather conditions on the timing of industry- wide wholesale shipments. If the financial condition of our customers and suppliers deteriorates, our business and operating results could suffer. The markets we serve have been highly sensitive to changes in the economic environment. Weakening conditions in the economy, or the lack of available financing in the credit market, could cause the financial condition of our customers and suppliers to deteriorate, which could negatively affect our business through the loss of sales or the inability to meet our commitments. Many of our customers participate in highly competitive markets and their financial condition may deteriorate as a result. In addition, a decline in the financial condition of our customers could hinder our ability to collect amounts owed by customers. Our sales are materially concentrated with two customers, the loss of either of which could have a material adverse impact on our operating results and financial condition. Two customers in the RV market accounted for a combined ~~38~~ **29** % of our consolidated net sales in ~~2022~~ **2023** . The loss of either of these customers could have a material adverse impact on our operating results and financial condition. We do not have long- term agreements with our customers and cannot predict that we will maintain our current relationships with these customers or that we will continue to supply them at current levels. Changes in consumer preferences relating to our products could adversely impact our sales levels and our operating results. Changes in consumer preferences, or our inability to anticipate changes in consumer preferences for RVs, marine models or manufactured homes, or for the products we make could reduce demand for our products and adversely affect our operating results and financial condition. A material percentage of the Company' s sales are concentrated in the RV industry, and declines in the level of RV unit shipments or reductions in industry growth could reduce demand for our products and adversely impact our operating results and financial condition. In **2023 and** 2022 ~~and 2021~~ , the Company' s net sales to the RV industry were approximately **43 % and** 53 ~~% and 59~~ %, respectively, of consolidated net sales. While the Company measures its RV market sales against industry- wide wholesale shipment statistics, the underlying health of the RV industry is determined by retail demand. Retail sales of RVs historically have been closely tied to general economic conditions and consumer confidence. Declines in RV unit shipment levels or reductions in industry growth could materially reduce the Company' s revenue from the RV industry and have a material adverse impact on its operating results in ~~2023~~ **2024** and other future periods ~~. The manufactured housing industry has experienced a material long- term decline in shipments, which has led to reduced demand for our products. The MH industry, which accounted for 15 % and 14 % of the Company' s consolidated net sales for 2022 and 2021, respectively, has experienced a material decline in production of new homes compared to the last peak production level in 1998. The downturn was caused, in part, by limited availability and high cost of financing for manufactured homes and was exacerbated by economic and political conditions during the 2008 financial crisis. Although industry- wide wholesale production of manufactured homes has improved somewhat in recent years, annual production remains well below historical averages and a worsening of conditions in the MH market could have a material adverse impact on our operating results~~ . Conditions in the credit market could limit the ability of consumers, dealers and wholesale customers to obtain retail, floor plan and wholesale financing for RVs, marine products, and manufactured homes, resulting in reduced demand for our products. Restrictions on the availability of consumer and wholesale financing for RVs, marine products, and manufactured homes and increases in the costs of such financing have in the past limited, and could again limit, the ability of consumers and wholesale customers to purchase such products, which would result in reduced production by our customers, and therefore reduce demand for our products. Loans used to finance the purchase of manufactured homes usually have shorter terms and higher interest rates, and are more difficult to obtain, than mortgages for site- built homes. Historically, lenders required a higher down payment, higher credit scores and other criteria for these loans. Current lending criteria are more stringent than historical criteria, and many potential buyers of manufactured homes may not qualify. The availability, cost, and terms of these manufactured housing loans are also dependent on economic conditions, lending practices of financial institutions, government policies, and other factors, all of which are beyond our control. Reductions in the availability of financing for manufactured homes and increases in the costs of this financing have limited, and could continue to limit, the ability of consumers and wholesale customers to purchase manufactured homes, resulting in reduced production of manufactured homes by our customers, and therefore reduced demand for our products. In addition, certain provisions of the Dodd- Frank Act, which regulate financial transactions, could make certain types of loans more difficult to obtain, including those historically used to finance the purchase of manufactured homes. The RV, marine, MH and industrial industries are highly competitive and some of our competitors may have greater resources than we do. We operate in a highly competitive business environment and our sales could be negatively impacted by our inability to maintain or increase prices, changes in regional demand or product mix, or the decision of our customers to purchase our competitors' products or to produce in- house products that we currently produce. We compete not only with other suppliers to the RV, marine, MH and industrial producers, but also with suppliers to traditional site- built homebuilders and suppliers of cabinetry and countertops. Sales could also be affected by pricing, purchasing, financing, advertising, operational, promotional, or other decisions made by purchasers of our products. Additionally, we cannot control the decisions made by suppliers of our distributed and manufactured products and therefore, our ability to maintain our distribution arrangements may be adversely impacted. Some of our competitors have greater financial resources or lower levels of debt or financial leverage and this may enable them to commit larger amounts of capital in response to changing market conditions. Further, competitors may develop innovative new products that could put the Company at a competitive disadvantage. If we are unable to compete successfully against other manufacturers and suppliers to the RV, marine and MH industries as well as to the industrial markets we serve, we could lose customers and sales could decline, or we may not be able to improve or maintain profit margins on sales to customers or be able to continue to compete successfully in our core markets. Our operating results can be adversely affected by inflation, changes in the cost or availability of raw materials, energy, transportation and other necessary supplies and services. We are currently experiencing inflationary pressures on our operating costs. The prices of key raw materials, consisting primarily of lauan, gypsum, fiberglass, particleboard, aluminum, softwoods and hardwoods lumber, resin, and petroleum- based products, are influenced by supply and demand and other factors specific to these commodities as well as general inflationary pressures, including those driven by supply chain and logistical disruptions. Pricing and availability of finished goods, raw materials, energy, transportation and other necessary supplies and services for use in the Company' s businesses can be volatile due to numerous factors beyond its control, including general, domestic and international economic conditions, natural disasters, labor costs, production levels, competition, consumer demand, import duties and tariffs, currency exchange rates, international treaties, and changes in laws, regulations, and related interpretations. Evolving trade policies could continue to make sourcing products from foreign countries difficult and costly, as the Company sources a significant amount of its products from outside of the United States. In addition, prices of certain raw materials have historically been volatile and continued to fluctuate in ~~2022~~ **2023** . During periods of volatile raw materials, energy and transportation costs, we have generally been able to pass both cost increases and decreases to our customers in the form of price adjustments, however, there can be no assurance future cost increases or decreases, if any, can be partially or fully passed on to customers, or that the timing of such sales price increases or decreases will match raw materials, energy and transportation costs increases or decreases. Sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. While we seek to project tradeoffs between price increases and volume, our projections may not accurately predict the volume impact of price increases. As a result, fluctuations in raw materials, energy and transportation costs could have a material adverse effect on the Company' s business, results of operations and financial condition. Supply chain issues, including financial problems of manufacturers or suppliers, or a shortage of adequate materials or manufacturing capacity that increase our costs or cause a delay in our ability to fulfill orders, could have an adverse impact on our business and operating results, and our failure to estimate customer demand properly may result in excess or obsolete inventory, which could adversely affect our gross margins. Generally, our raw materials, supplies and energy requirements are obtained from various sources. These purchases include unformed materials and rough and finished parts. We are reliant on our extended supply chain and any disruption in this supply chain could have an adverse impact on our ability to deliver products to our customers on a timely and cost- effective basis. While alternative sources are available, our business would be ~~material~~ **materially** adversely affected if we are unable to find alternative sources on a timely and cost- effective basis. A reduction or interruption in supply; a significant increase in the price of one or more materials; a failure to adequately authorize procurement of inventory by our manufacturers; or a failure to appropriately cancel, reschedule, or adjust our requirements based on our business and customer needs; could materially adversely affect our business, operating results, and financial condition and could materially damage customer relationships. If there are shortages of materials we need to manufacture our products, the price of these materials may increase, or these materials may not be available at all, and we may also encounter shortages if we do not accurately anticipate our needs. We may not be able to secure enough materials at reasonable prices or of acceptable quality to build new products in a timely manner in the quantities or configurations needed. Accordingly, our revenue and gross margins could suffer until other sources can be developed. Our operating results would also be adversely affected if, anticipating greater demand than actually develops, we commit to the purchase of more materials than we need, which is more likely to occur in a period of demand uncertainties such as we are currently experiencing. There can be no assurance that we will not encounter these problems in the future. In addition, if any of our suppliers seek bankruptcy relief or otherwise cannot continue their business as anticipated, the availability or price of these requirements could be adversely affected. A global economic downturn and related market uncertainty could negatively impact the availability of materials from one or more of these sources of these materials, especially during times such as we have recently seen when there are supplier constraints based on labor and other actions due to the COVID- 19 pandemic. We may not be able to diversify sources in a timely manner, which could harm our ability to deliver products to customers and seriously impact present and future sales. In addition, when facing component supply- related challenges, we have increased our efforts in procuring materials in order to meet customer expectations which in turn contribute to an increase in purchase commitments. Increases in our purchase commitments to shorten lead times could also lead to excess and obsolete inventory charges if the demand for our products is less than our expectations. If we fail to anticipate customer demand properly, an oversupply of parts could result in excess or obsolete components that could adversely affect our gross margins. If we cannot effectively manage the challenges and risks associated with doing business internationally, our revenues and profitability may suffer. We purchase a material portion of our raw materials and other supplies from suppliers located in Indonesia, China, Malaysia and Canada. As a result, our ability to obtain raw materials and supplies on favorable terms and in a timely fashion are subject to a variety of risks, including fluctuations in foreign currencies, changes in the economic strength of the foreign countries in which we do business, difficulties in enforcing contractual obligations and intellectual property rights, compliance burdens associated with a wide variety of international and U. S. import laws, and social, political, and economic instability. Our business with our international suppliers could be adversely affected by restrictions on travel to and from any of the countries in which we do business due to a health epidemic or outbreak, such as the COVID- 19 pandemic, or other event. Additional risks associated with our foreign business include restrictive trade policies, imposition of duties, taxes, or government royalties by foreign governments, and compliance with the Foreign Corrupt Practices Act and local anti- bribery laws. Any measures, or proposals to implement such measures, could negatively impact our relations with our international suppliers and the volume of shipments to the U. S. from these countries, which could have a materially adverse effect on our business and operating results. We maintain limited operations in Mexico, China and Canada but are nevertheless exposed to risks of operating in those countries associated with: (i) the difficulties and costs of complying with a wide variety of complex laws, treaties and regulations; (ii) unexpected changes in political or regulatory environments; (iii) earnings and cash flows that may be subject to tax withholding requirements or the imposition of tariffs, exchange controls, or other restrictions; (iv) political, economic, and social instability; (v) import and export restrictions and other trade barriers; (vi) responding to disruptions in existing trade agreements or increased trade tensions between countries or political or economic unions; (vii) maintaining overseas subsidiaries and managing international operations; and (viii) fluctuations in foreign currency exchange rates. Our business is subject to risks associated with importing products, and the imposition of additional duties, tariffs or trade restrictions could have a material adverse effect on our business, results of operations, financial condition, and cash flows. There are risks inherent to importing our products. Virtually all of our imported products are subject to duties which may impact the cost of such products. In addition, countries to which we ship our products may impose safeguard quotas to limit the quantity of products that may be imported. We rely on free trade agreements and other supply chain initiatives in order to maximize efficiencies relating to product importation. For example, we have historically received benefits from duty- free imports on certain products from certain countries pursuant to the **Generalized System of Preferences (" GSP") program. Although there appears to be continued bipartisan support of the** GSP program ~~. The GSP program~~ **, the provisions have not been renewed since they** expired on December 31, 2020. If the GSP program is not renewed or otherwise made retroactive, we ~~could~~ **would** ~~experience~~ **recognize** significant additional duties and profitability could be negatively impacted. The United States has imposed tariffs and export controls on certain goods and products imported from China and certain other countries, such as plywood, which has resulted in retaliatory tariffs by China and other countries. Additional tariffs imposed by the United States on a broader range of imports, or further retaliatory trade measures taken by China or other countries in response, could result in an increase in supply chain costs that we may not be able to offset or that **may** otherwise adversely impact our results of operations. Additionally, we are subject to government regulations relating to importation activities, including related to **U. S. Customs and Border Protection ("** CBP **")** withhold release orders. The imposition of taxes, duties and quotas, the withdrawal from or material modification to trade agreements, and / or if CBP detains shipments of our goods pursuant to a withhold release order could have a material adverse effect on our business, results of operations and financial condition. If additional tariffs or trade restrictions are implemented by the U. S. or other countries, the cost of our products could increase which could adversely affect our business. If we are unable to manage our inventory, our operating results could be materially and adversely affected. We generally do not have long- term supply contracts with our customers and, therefore, we must bear the risk of certain inventory commitments, based on our projections of future customer orders. We maintain an inventory to support these customers' needs. ~~Some of our customers have adjusted the amount of inventory that they carry during~~ **During periods of sharp fluctuations in demand,** ~~the COVID- 19 pandemic and it is uncertain~~ whether **increasing or decreasing due to** ~~these levels of inventory will continue in the future. As a result of COVID- 19 and other~~ macroeconomic factors, **changes** in ~~2020 and 2021~~ **end consumer demand** , ~~Patrick took steps to mitigate~~ supply chain **disruptions** ~~constraints by carrying increased levels of inventory and partnering with suppliers to help secure adequate supplies of materials and as a result~~ , **public health emergencies, or** ~~the~~ **other** ~~Company currently has elevated~~ **influences, some of our customers will make adjustments to the** inventory levels ~~compared~~ **they maintain and the purchases of our products. While responding** to ~~historical norms~~ **these changing dynamics in the end markets we serve, our inventory requirements will fluctuate up or down** . If we are unable to adjust to our customers' changing inventory ~~positions~~ **needs and purchases of our products** , our business could be adversely affected. Changes in demand, market conditions and / or product specifications could result in material obsolescence and a lack of alternative markets for certain of our customer specific products and could negatively impact operating results. Increases in demand for our products could make it more difficult for us to obtain additional skilled labor, which may adversely impact our operating efficiencies. In certain geographic regions in which we have operating facilities, we have experienced shortages of qualified employees, which has negatively impacted our costs in the past. While we are taking certain steps to automate aspects of our production and distribution, labor shortages and continued competition for qualified employees may increase the cost of our labor and create employee retention and recruitment challenges, especially during improving economic times, as employees with knowledge and experience have the ability to change employers more easily. If demand for employees continues to increase, we may not be able to increase production to timely satisfy demand, and may initially incur higher labor and production costs, which could adversely impact our financial condition and operating results. Fuel shortages or high prices for fuel could have an adverse impact on our operations. The products produced by the RV and marine industries typically require gasoline or diesel fuel for their operation, or the use of a vehicle requiring gasoline or diesel fuel for their operation. There can be no assurance that the supply of gasoline and diesel fuel will continue uninterrupted or that the price or tax on fuel will not materially increase in the future. Shortages of gasoline and diesel fuel, and substantial increases in the price of fuel ~~, have had a material adverse effect on our business and the RV and marine industries as a whole in the past and~~ could have a material adverse effect on our business in the future. Interruptions or disruptions in production at one of our key facilities could have a material adverse impact on our operations. We operate manufacturing and distribution facilities across the continental United States. A significant interruption or disruption in operations at our locations resulting from severe weather conditions or natural disasters, including but not limited to hurricanes, tornadoes, blizzards, earthquakes or otherwise, could result in the disruption of the sourcing of materials, manufacturing of our products, or order fulfillment and, as a result, could have a material adverse impact on our business, results of operations and financial condition. If in the event of a natural disaster or other similar event, we may incur damages and incur losses as a result and be required to deploy additional unexpected capital expenditures in order to ensure facilities are functioning properly. These unplanned capital expenditures may interrupt other initiatives in the short term relating to our capital allocation strategy. Our ability to integrate acquired businesses may adversely affect operations. As part of our business and strategic plan, we look for strategic acquisitions to provide shareholder value. Any acquisition will require the effective integration of an existing business and certain of its administrative, financial, sales and marketing, manufacturing, distribution and other functions to maximize synergies. Acquired businesses involve a number of risks that may affect our financial performance, including increased leverage, diversion of management resources, assumption of liabilities of the acquired businesses, financial reporting systems which do not integrate with the Company' s existing financial reporting systems and possible corporate culture conflicts. If we are unable to successfully integrate these acquisitions, we may not realize the benefits identified in our due diligence process, and our financial results may be negatively impacted. Additionally, material unexpected liabilities could arise from these acquisitions. We may incur material charges or be adversely impacted by the consolidation and / or closure of all or part of a manufacturing or distribution facility. We periodically assess the cost structure of our operating facilities **with the objective** to distribute and / or manufacture products in the most efficient manner. We may make capital investments to move, discontinue manufacturing and / or distribution capabilities, or products and product lines, sell or close all or part of additional manufacturing and / or distribution facilities in the future. These changes could result in material future charges or disruptions in our operations, and we may not achieve the expected benefits from these changes, which could result in an adverse impact on our operating results, cash flows, and financial condition. We could incur charges for impairment of assets, including goodwill and other long- lived assets, due to potential declines in the fair value of those assets or a decline in expected profitability of the Company or individual reporting units of the Company. Approximately ~~67~~ **71** % of our total assets as of December 31, ~~2022~~ **2023** were comprised of goodwill, intangible assets, operating lease right- of- use assets and property, plant and equipment. Under generally accepted accounting principles, each of these assets is subject to periodic review and testing to determine whether the asset is recoverable or realizable. The events or changes that could require us to test these assets for impairment include changes in our estimated future cash flows, changes in rates of growth in our industry or in any of our businesses, and decreases in our stock price and market capitalization. In the future, if sales demand or market conditions change from those projected by management, asset write- downs may be required. Material impairment charges, although not always affecting current cash flow, could have a material effect on our operating results and balance sheet. The inability to attract and retain qualified executive officers and key personnel may adversely affect our operations. While we include succession planning as part of our ongoing talent development and management process to help ensure the continuity of our business model, the loss of any of our executive officers or other key personnel could reduce our ability to manage our business and strategic plan in the short- term and could cause our sales and operating results to decline. In addition, our future success will depend on, among other factors, our ability to attract and retain executive management, key employees, and other qualified personnel. We could be impacted by potential effects of union organizing activities. A small number of our North American employees are currently represented by a labor union. Any disruption in our relationship with such third- party associations could adversely affect our ability to attract and retain qualified employees to meet current or future manufacturing demands at reasonable costs, if at all. Further unionization of any of our North American facilities could result in higher costs and increased risk of work stoppages. We are also, directly or indirectly, dependent upon business relationships with third parties having unionized work forces, including suppliers, customers and logistics companies, and strikes or work stoppages organized by such unions could have a material adverse impact on our business, financial conditions and operating results. Should a work stoppage occur, it could delay the manufacture, sale and distribution of our products and have a material adverse effect on our business, prospects, operating results and financial condition. We are subject to governmental and environmental regulations, and failure in our compliance efforts, changes to such laws and regulations or events beyond our control could result in damages, expenses or liabilities that individually, or in the aggregate, would have a material adverse effect on our financial condition and results of operations. Some of our manufacturing processes involve the use, handling, storage and contracting for recycling or disposal of hazardous or toxic substances or wastes. Accordingly, we are subject to various governmental and environmental laws and regulations regarding these substances, as well as environmental requirements relating to land, air, water and noise pollution. The implementation of new laws and regulations or amendments to existing regulations could materially increase the cost of the

Company' s products. We cannot presently determine what, if any, legislation may be adopted by federal, state or local governing bodies, or the effect any such legislation may have on our customers or us. Failure to comply with present or future regulations could result in fines or potential civil or criminal liability, which could negatively impact our results of operations or financial condition. We are subject to federal, state, local and certain international tax regulation. Changes thereto can have impacts on taxes paid, exposure to liabilities, and financial results of the Company. While we seek to ensure the Company remains compliant with tax regulations in all jurisdictions in which we operate, new legislation or changes in existing legislation may result in changes to amounts owed for income, personal and real property taxes. These changes may negatively affect our results of operations, financial condition, and cash flows or increase the Company' s effective tax rate. We are also subject to the examination of our tax returns and other tax matters by the U. S. Internal Revenue Service, states in which we conduct business, and other tax authorities. If our effective tax rates were to increase, or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected. We could experience unusual or significant litigation, governmental investigations, or adverse publicity arising out of alleged defects in products, services, perceived environmental impacts, or otherwise. We spend substantial resources ensuring that we comply with governmental safety regulations, consumer regulations and other standards, but we cannot ensure that employees or other individuals affiliated with us will not violate such laws or regulations. In addition, regulatory standards and interpretations may change on short notice and impact our compliance status. Moreover, compliance with governmental standards does not necessarily prevent individual or class action lawsuits, which can entail significant cost and risk. In certain circumstances, courts may permit civil actions even where our products and services comply with federal and / or other applicable law. Furthermore, simply responding to actual or threatened litigation or government investigations of our compliance with regulatory standards, whether related to our products, services, or business commercial relationships, requires significant expenditures of time and other resources. Litigation is also inherently uncertain, and we could experience significant adverse results, which could have an adverse effect on our financial condition and results of operations. In addition, adverse publicity surrounding an allegation may cause significant reputational harm that could have a significant adverse effect on our business, operating results and financial condition. Public health emergencies, whether domestic or international, such as the COVID- 19 pandemic, may have an adverse effect on our business, results of operations, financial position and cash flows. Pandemics, epidemics or disease outbreaks in the U. S. or globally may have a material adverse effect on our business, employees, suppliers, customers, and the general economy. The full effect of these disruptions could be difficult to predict, and the estimated length of such disruptions may not be readily available to the Company given such an event is affected by a number of factors, many of which are outside of our control. In addition to the effects upon our operations, a health emergency could have, but is not limited to, the following impact: • Decreases in consumer confidence and disposable income and increases in unemployment could reduce demand for our products by our customers in all of our end markets. • Tightening credit standards could negatively impact credit availability to consumers which could have an adverse effect on all of our end markets. • Supply chain and shipping interruptions and constraints, volatility in demand for our products caused by sudden and material changes in production levels by our customers or other restrictions affecting our business could adversely impact our planning and forecasting, our revenues and our operations. • Disruptions in our manufacturing and supply arrangements caused by the loss or disruption of essential manufacturing and supply elements such as raw materials or other finished product components, transportation, workforce, or other manufacturing and distribution capabilities could result in shortages of materials, inflationary pressures, and our inability to meet our end market customer needs and achieve cost targets. • Material changes in the conditions in markets in which we manufacture, sell or distribute our products, including governmental or regulatory actions in response to such an event, could adversely impact operations necessary for the production, distribution, sale, and support of our products. • Failure of third parties on which we rely, including our customers, suppliers, distributors, commercial banks, and other external business partners, to meet their obligations to the Company or to timely meet those obligations, or material disruptions in their ability to do so, which may be caused by their own financial or operational difficulties, may adversely impact our operations. • Certain of our customers may experience financial difficulties, including bankruptcy or insolvency, as a result of such an event. If any of our customers suffer material financial difficulties, they may be unable to pay amounts due to us fully, partially, or timely. Further, we may have to negotiate material discounts and / or extended financing terms with these customers in such a situation. If we are unable to collect our accounts receivable as they come due, our financial condition, results of operations and cash flows may be materially and adversely affected. • If we are unable to maintain normal operations, or subsequently are unable to resume normal operations in a timely fashion, our cash flows could be adversely affected, making it difficult to maintain adequate liquidity or meet debt covenants. As a result, the Company may be required to pursue additional sources of financing to meet our financial obligations and fund our operations and obtaining such financing is not guaranteed and is largely dependent upon market conditions and other factors. • Disruptions to our operations related to a health emergency as a result of absenteeism by infected or ill members of management or other employees, or absenteeism by members of management and other employees who elect not to come to work due to the illness affecting others at our facilities, or due to quarantines. • A public health emergency could lead to severe disruption and volatility in the U. S. and global capital markets, which could increase our cost of capital and adversely affect our ability to access the capital markets in the future. In addition, trading prices in the public equity markets, including prices of our common stock, could be highly volatile as a result of such an event. • Sustained adverse impacts to the Company, certain suppliers, and customers may also affect the Company' s future valuation of certain assets and therefore may increase the likelihood of an impairment charge, write- off, or reserve associated with such assets, including goodwill, indefinite and finite- lived intangible assets, property and equipment, inventories, accounts receivable, tax assets, and other assets. • Increasing raw material and labor costs relating **to** a public health emergency may also affect our profitability. The ultimate impact of public health emergencies, such as the COVID- 19 pandemic, on our business, results of operations, financial condition and cash flows is highly uncertain and cannot be accurately predicted and is dependent on future developments, including the duration of such an event and the length of its impact on the global economy, and the actions taken by governmental bodies to contain it or mitigate its impact. Risks Related to Indebtedness Our level and terms of indebtedness could adversely affect our ability to raise additional capital to fund our operations and take advantage of new business opportunities and prevent us from meeting our obligations under our debt instruments. As of December 31, ~~2022~~ **2023** , we had $ 1. ~~30~~ **04** billion of total long- term debt, including current maturities and exclusive of deferred financing costs and debt discount, outstanding under our 2021 Credit Facility, 4. 75 % Senior Notes, 7. 50 % Senior Notes ~~,~~ **and** 1. 75 ~~% Convertible Notes and 1. 00~~ % Convertible Notes (all as defined ~~herein~~ **in Note 7" Debt" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10- K**). Our level of indebtedness could have adverse consequences on our future operations, including making it more difficult for us to meet our payments on outstanding debt, and we may not be able to find alternative financing sources to replace our indebtedness in such an event. Our level of indebtedness could: (i) reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limit our ability to obtain additional financing for these purposes; (ii) limit our flexibility in planning for, or reacting to, and increase our vulnerability to, changes in our business and the industry in which we operate; (iii) place us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged; and (iv) create concerns about our credit quality which could result in the loss of supplier contracts and / or customers. In addition, our debt could have important consequences to us, including: • increase our vulnerability to general economic and industry conditions; • require a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our liquidity and our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities; • expose us to the risk of increased interest rates, and corresponding increased interest expense, because borrowings ~~under~~ **pursuant to the credit agreement that established** our **revolving credit and term loan facility (the "** 2021 Credit Agreement **"** ~~(as defined herein~~) are at variable rates of interest; • reduce funds available for working capital, capital expenditures, acquisitions and other general corporate purposes, due to the costs and expenses associated with such debt; • limit our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions, and general corporate or other purposes; and • limit our ability to adjust to changing marketplace conditions and placing us at a competitive disadvantage compared to our competitors who may have less debt. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, which could cause us to default on our debt obligations and impair our liquidity. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest, which in turn could result in cross- defaults under our other indebtedness The lenders under our 2021 Credit Agreement could also elect to terminate their commitments thereunder and cease making further loans, and such lenders could institute foreclosure proceedings against their collateral, and we could be forced into bankruptcy or liquidation. Our ability to satisfy our debt obligations will depend on our future operating performance which may be affected by factors beyond our control. Despite our current level of indebtedness, we may be able to incur substantially more debt and enter into other transactions which could further exacerbate the risks to our financial condition described above. We may be able to incur significant additional indebtedness in the future. Although the 2021 Credit Agreement and other debt instruments contain restrictions on the incurrence of additional indebtedness and entering into certain types of other transactions, these restrictions are subject to a number of qualifications and exceptions. Additional indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also do not prevent us from incurring obligations, such as certain trade payables, that do not constitute indebtedness as defined under our debt instruments. To the extent we incur additional indebtedness or other obligations, the risks described in the risk factors related to our indebtedness and others described herein may increase. The agreements covering our indebtedness contain various financial performance and other covenants. If we do not remain in compliance with these covenants, we could be in breach of our debt agreements and the amounts outstanding thereunder could become immediately due and payable. The agreements governing our indebtedness contain financial and non- financial covenants with which we must comply that place restrictions on us. These restrictions will limit our ability and the ability of our subsidiaries to, among other things: • incur additional indebtedness (including guarantee obligations); • incur liens; • engage in mergers, consolidations and certain other fundamental changes; • dispose of assets; • make advances, investments and loans; • engage in sale and leaseback transactions; • engage in certain transactions with affiliates; • enter into contractual arrangements that encumber or restrict the ability to (A) (i) pay dividends or make distributions, (ii) pay indebtedness, (iii) make loans or advances, or (iv) sell, lease or transfer property, in each case to us, or (B) incur liens; • pay dividends, distributions and other payments in respect of capital stock or subordinated debt, and repurchase or retire capital stock, warrants or options or subordinated debt; and • amend the terms of the documents governing, or make payments prior to the scheduled maturity date of, certain other indebtedness, as applicable. As a result of these restrictions, we will be limited as to how we conduct our business and we may not be able to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. A potential failure to comply with these financial and other restrictive covenants in our debt instruments, which, among other things, require us to maintain specified financial ratios could, if not cured or waived, have a material adverse effect on our ability to fulfill our obligations under our indebtedness and on our business and prospects generally. Our 2021 Credit Agreement contains covenants that require that we comply with a maximum level of a consolidated secured net leverage ratio and a minimum level of a consolidated fixed charge coverage ratio (both covenants as described in Note ~~8~~ **7" Debt"** of the Notes to Consolidated Financial Statements included elsewhere in this Form 10- K). There can be no assurance that we will maintain compliance with the financial and other covenants under our 2021 Credit Agreement and other agreements governing our indebtedness. If we fail to comply with the covenants contained in our 2021 Credit Agreement, the lenders could cause our debt to become due and payable prior to maturity or it could result in our having to refinance the indebtedness under unfavorable terms. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest, which in turn could result in cross- defaults under our other indebtedness. If our debt were accelerated, our assets might not be sufficient to repay our debt in full and there can be no assurance that we would be able to refinance any or all of this indebtedness. Due to industry conditions and our operating results, there have been times in the past when we have had limited access to sources of capital. If we are unable to locate suitable sources of capital when needed, we may be unable to maintain or expand our business. We depend on our cash balances, our cash flows from operations, our 2021 Credit Facility and other financing vehicles to finance our operating requirements, capital expenditures and other needs. If a material economic recession occurred, such as the recession that impacted the economy in 2007- 2010, production of RVs, marine units and manufactured homes could decline materially, resulting in reduced demand for our products. A decline in our operating results could negatively impact our liquidity. If our cash balances, cash flows from operations, and availability under our 2021 Credit Facility are insufficient to finance our operations and alternative capital is not available, we may not be able to expand our business and make acquisitions, or we may need to curtail or limit our existing operations. We have letters of credit representing collateral for our casualty insurance programs and for general operating purposes that have been issued under our 2021 Credit Agreement. The inability to retain our current letters of credit, to obtain alternative letter of credit sources, or to retain our 2021 Credit Agreement to support these programs could require us to post cash collateral, reduce the amount of cash available for our operations, or cause us to curtail or limit existing operations. The conditional conversion feature of the 1. ~~00 % Convertible Notes due 2023 that we issued in January 2018 or 1.~~ 75 % Convertible Notes due 2028 that we issued in December 2021, if triggered, may adversely affect our financial condition and operating results. In the event the conditional conversion feature of the 1. ~~00 % Convertible Senior Notes due 2023 (the" 1. 00 % Convertible Notes") or 1.~~ 75 % Convertible Senior Notes due 2028 (the" 1. 75 % Convertible Notes") is triggered, holders of **the** ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes will be entitled to convert the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their 1. ~~00 % Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. If one or more holders elect to convert their 1.~~ 75 % Convertible Notes, we would be required to settle our conversion obligation equal to the aggregate principal amount of such converted notes through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their 1. ~~00 % Convertible Notes or 1.~~ 75 % Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes as a current rather than long- term liability. See Notes 8 **" Derivative Financial Instruments"** and 9 **" Accrued Liabilities"** of the Notes to Consolidated Financial Statements included elsewhere in this Form 10- K for additional details. ~~Our 1. 00 % Convertible Notes were repaid in full on February 1, 2023, thereby eliminating the risks described above as they relate to the 1. 00 % Convertible Notes.~~ The convertible note hedge and warrant transactions may affect the value of the 1. ~~00 % Convertible Notes or 1.~~ 75 % Convertible Notes and our common stock. In connection with the pricing of the ~~1. 00 % Convertible Notes and~~ 1. 75 % Convertible Notes, we entered into convertible note hedge transactions with certain of the initial purchasers and / or their respective affiliates (the " option counterparties "). At the same time, we entered into warrant transactions with the option counterparties. The convertible note hedge transactions are expected generally to reduce the potential dilution upon conversion of the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible 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. However, the warrant transactions could separately have a dilutive effect on our common stock to the extent that the market price per share of our common stock exceeds the strike price of the warrants. In addition, the option counterparties 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 following the pricing of the 1. ~~00 % Convertible Notes or 1.~~ 75 % Convertible Notes and prior to the maturity of the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes (and are likely to do so during any observation period related to a conversion of 1. ~~00 % Convertible Notes or 1.~~ 75 % Convertible Notes). This activity could cause or avoid an increase or a decrease in the market price of our common stock or the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes, which could affect a holder' s ability to convert the ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes and, to the extent the activity occurs during any observation period related to a conversion of ~~1. 00 % Convertible Notes or~~ 1. 75 % Convertible Notes, it could affect the number of shares and value of the consideration that a holder will receive upon conversion of the 1. ~~00 % Convertible Notes or 1.~~ 75 % Convertible Notes ~~. The convertible note hedge transactions associated with the 1. 00 % Convertible Notes expired as of February 1, 2023~~ . Risks Related to Information Security, Cybersecurity and Data Privacy If our information technology systems fail to perform adequately, our operations could be disrupted and could adversely affect our business, reputation and results of operations. We are increasingly dependent on digital technology, including information systems and related infrastructure, to process and record financial and operating data, manage inventory and communicate with our employees and business partners. We rely on our information technology systems to effectively manage our business data, inventory, supply chain, order entry and fulfillment, manufacturing, distribution, warranty administration, invoicing, collection of payments, and other business processes. Our systems are subject to damage or interruption from power outages, telecommunications or internet failures, computer viruses and malicious attacks, security breaches and catastrophic events. If our systems are damaged or fail to function properly or reliably, we may incur substantial repair or replacement costs or experience data loss or theft and impediments to our ability to manage our business, which could adversely affect our results of operations. Any such events could result in legal claims or proceedings, liability or penalties under privacy laws, disruption in operations, and damage to our reputation, which could adversely affect our business. In addition, we may be required to make material technology investments to maintain and update our existing information technology systems. Implementing material system changes increases the risk of computer system disruption. The potential problems and interruptions associated with implementing technology initiatives could disrupt or reduce our operational efficiency. A cyber incident or data breach could result in information theft, data corruption, operational disruption, and / or financial loss. Our technologies, systems, networks, and those of our business partners have in the past been, and may in the future become, the target of cyber- attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of proprietary and other information, or other disruption of our business operations. A cyber- attack could include gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption or destruction due to ransom attacks or malware or result in denial of service on websites. We have programs in place to detect, contain and respond to data security incidents. However, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. Unauthorized parties may also attempt to gain access to our systems or facilities, or those of third parties with whom we do business, through fraud, trickery, or other forms of deceiving our team members, contractors, vendors, and temporary staff. In addition, hardware, software, or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Any cyber- attack on our business could materially harm our business and operating results. The Company currently carries insurance to cover exposure to this type of incident, but this coverage may not be sufficient to cover all potential losses. As cyber threats continue to evolve, we may be required to expend material additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. If we or our suppliers experience additional material data security breaches or fail to detect and appropriately respond to material data security breaches, we could be exposed to costly government enforcement actions and private litigation and our business and operating results could suffer. Other Risks Certain provisions in our Articles of Incorporation and Amended and Restated By- laws may delay, defer or prevent a change in control that our shareholders might consider to be in their best interest. Our Articles of Incorporation and Amended and Restated By- laws contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids. These provisions may delay, defer or prevent a change in control that our shareholders might consider to be in their best interest. Conditions within the insurance markets could impact our ability to negotiate favorable terms and conditions for various liability coverage and could potentially result in uninsured losses. We generally negotiate our insurance contracts annually for property, casualty, workers compensation, general liability, health insurance, and directors and officers liability coverage. Due to conditions within these insurance markets and other factors beyond our control, future coverage limits, terms and conditions and the amount of the related premiums could have a negative impact on our operating results. While we continually measure the risk / reward of policy limits and coverage, the lack of coverage in certain circumstances could result in potential uninsured losses. Our business, results of operations and financial condition may be materially and adversely affected by any negative impact on the global economy and capital markets resulting from international conflicts, such as the conflict between Ukraine and Russia, or any other geopolitical tensions. U. S. and global markets may experience volatility and disruptions resulting from geopolitical tensions or military conflict, such as the military conflict between Ukraine and Russia. The length and impact of geopolitical tensions or military conflict are highly unpredictable, and can lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. In addition, geopolitical tensions, military actions and any resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets, potentially making it more difficult for us to obtain additional capital. The Company continually monitors ongoing geopolitical tensions and military conflicts to evaluate any potential impacts they may have on our business, operating results, and financial condition. Risks Related to Ownership of our Common Stock A variety of factors, many of which are beyond our control, could influence fluctuations in the market price for our common stock. The stock market, in general, experiences volatility that has often been unrelated to the underlying operating performance of companies. If this volatility continues, the trading price of our common stock could decline materially, independent of our actual operating performance. The market price of our common stock could fluctuate materially in response to a number of factors, many of which are beyond our control, including the following: • variations in our customers' and our competitors’ operating results; • high concentration of shares held by institutional investors; • announcements by us or our competitors of material contracts, acquisitions, strategic partnerships, joint ventures or capital commitments; • announcements by us or our competitors of technological improvements or new products; • the gain or loss of material customers; • additions or departures of key personnel; • events affecting other companies that the market deems comparable to us; • changes in investor perception of our business and / or management; • changes in global economic conditions or general market conditions in the industries in which we operate; • sales of our common stock held by certain equity investors or members of management; • issuance of our common stock or debt securities by the Company; and • the occurrence of other events that are described in these risk factors.