

Risk Factors Comparison 2024-02-20 to 2023-02-21 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text** Section

You should carefully consider all of the information in this document and the following risk factors before making an investment decision regarding our securities. Any of the following risks could materially and adversely affect our business, financial condition, results of operations, cash flows and the actual outcome of matters as to which forward- looking statements are made in this document. Risks Relating to Our Business General global economic and business conditions affect demand for our products. We compete in various geographic regions and product markets around the world. Among these, the most significant are global industrial, commercial, and residential markets. We have experienced, and expect to continue to experience, fluctuations in revenues and results of operations due to economic and business cycles. In particular, during 2021, we had higher than anticipated demand in our pool business and certain parts of our residential and commercial businesses. However, such demand in our pool and other residential businesses declined during 2022 and **2023 as we saw inventory correcting within our residential distribution channels and** may not be repeated in future periods. Important factors for our businesses and the businesses of our customers include the overall strength of the global economy and various regional economies and our customers' confidence in these economies, industrial and governmental capital spending, the strength of residential and commercial real estate markets, residential housing markets, the commercial business climate, global supply chain stability, unemployment rates, availability of consumer and commercial financing, interest rates, inflation rates, and energy and commodity prices. Recessions, economic downturns, inflation, slowing economic growth and social and political instability in the industries and / or markets where we compete could negatively affect our revenues and financial performance in future periods, result in future restructuring charges, and adversely impact our ability to grow or sustain our business. For example, current macroeconomic and political instability caused by global supply chain disruptions, inflation, ~~and the strengthening of the U. S. dollar~~ **have and the** ~~could continue to adversely impact our results of operations. In addition, military conflict conflicts, such as those~~ **could continue to adversely impact our results of operations. In addition, military conflict conflicts, such as those** between Russia and Ukraine, ~~have and could continue to~~ **have and could continue to** ~~Hamis and Israel, and their impact on economies may~~ **Hamis and Israel, and their impact on economies may** adversely impact our results of operations. The businesses of many of our industrial customers are to varying degrees cyclical and have experienced periodic downturns. While we attempt to minimize our exposure to economic or market fluctuations by serving a balanced mix of end markets and geographic regions, any of the above factors, individually or in the aggregate, or a significant or sustained downturn in a specific end market or geographic region could reduce demand for our products and services, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We compete in attractive markets with a high level of competition, which may result in pressure on our profit margins and limit our ability to maintain or increase the market share of our products. The markets for our products and services are geographically diverse and highly competitive. We compete against large and well- established national and global companies, regional and local companies, diversified and pure- play companies, and lower cost manufacturers. Competition may also result from new entrants into the markets we serve offering products and / or services that compete with ours. We compete based on technical expertise, intellectual property, reputation for quality and reliability, timeliness of delivery, previous installation history, contractual terms, service offerings, customer experience and service, and price. Some of our competitors attempt to compete based primarily on price, localized expertise and local relationships, especially with respect to products and applications that do not require a great deal of engineering or technical expertise. In addition, during economic downturns, average selling prices tend to decrease as market participants compete more aggressively on price. Moreover, demand for our products, which impacts profit margins, is affected by changes in customer order patterns, such as changes in the levels of inventory maintained by customers and the timing of customer purchases, adoption of new technology and connected products, and changes in customers' preferences for our products, including the success of products offered by our competitors. Customer purchasing behavior may also shift by product mix in the market or result in a shift to new distribution channels. If we are unable to continue to differentiate our products, services and solutions or adapt to changes in customer purchasing behavior or shifts in distribution channels, or if we are unable to maintain our desired pricing or forced to incur additional costs to remain competitive, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our future growth is dependent upon our ability to transform and adapt our products, services, solutions, and organization to meet the demands of local markets in both developed and emerging economies and by developing or acquiring new technologies that achieve market acceptance with acceptable margins. We operate in global markets that are characterized by customer demand that is often global in scope but localized in delivery. We compete with thousands of smaller regional and local companies that may be positioned to offer products produced at lower cost than ours, or to capitalize on highly localized relationships and knowledge that are difficult for us to replicate. Also, in several emerging markets, potential customers prefer local suppliers, in some cases because of existing relationships and in other cases because of local legal restrictions or incentives that favor local businesses. In addition, we need to be flexible to adapt our products to ever changing customer preferences, including those relating to regulatory, climate change and social responsibility matters. **We have identified specific product and geographic market opportunities that we find attractive and continue to pursue, both within and outside the U. S. We expect to continue investing in our businesses to drive these opportunities through research and development and additional sales and marketing resources. Unless we successfully penetrate these markets, our core sales growth will likely be limited or may decline.** Accordingly, our future success depends upon a number of factors, including our ability to transform and adapt our products, services, solutions, organization, workforce and sales strategies to fit localities throughout the world, particularly in high growth emerging markets; identify emerging technological

and other trends in our target end markets; and develop or acquire competitive technologies, products, services, and solutions and bring them to market quickly and cost-effectively. **We must also monitor disruptive technologies, such as artificial intelligence, and business models, and we may not be able to take advantage of such technologies, including if we are not able to attract and retain talent that would enable us to leverage such technologies. In addition, the markets for our products, services and solutions may not develop or grow as we anticipate.** The failure of to effectively adapt our products, services, or solutions to gain market acceptance due to more attractive offerings by our competitors, the introduction of new competitors to the market with new or innovative product offerings or the failure to address any of the above factors could have a material adverse effect on our business, financial condition, results of operations and cash flows. We may not be able to identify, finance and complete suitable acquisitions and investments, and any completed acquisitions and investments may be unsuccessful or consume significant resources. Our business strategy includes acquiring businesses and making investments that complement our existing businesses. We continue to analyze and evaluate the acquisition of strategic businesses or product lines with the potential to strengthen our industry position or enhance our existing set of product, service, and solution offerings. We may not be able to identify suitable acquisition candidates, obtain financing or have sufficient cash necessary for acquisitions or successfully complete acquisitions in the future. Acquisitions and investments may involve significant cash expenditures, debt incurrences, equity issuances, operating losses and expenses. Acquisitions involve numerous other risks, including: • diversion of management time and attention from daily operations; • difficulties integrating acquired businesses, technologies and personnel into our business; • difficulties in obtaining and verifying the financial statements and other business information of acquired businesses; • inability to obtain required regulatory approvals; • potential loss of key employees, key contractual relationships or key customers of acquired companies or of ours; • assumption of the liabilities and exposure to unforeseen liabilities of acquired companies; and • dilution of interests of holders of our shares through the issuance of equity securities or equity-linked securities. It may be difficult for us to integrate acquired businesses efficiently into our business operations. Any acquisitions or investments may not be successful or realize the intended benefits and may ultimately result in impairment charges or have a material adverse effect on our business, financial condition, results of operations and cash flows. We may not achieve some or all of the expected benefits of our business initiatives. During **2023 and** 2022 and 2021, we initiated and continued execution of certain business initiatives aimed at reducing our fixed cost structure and realigning our business. During 2021, we also launched and committed resources to a program designed to accelerate growth and drive margin expansion through transformation of our business model to drive operational excellence, reduce complexity and streamline our processes. As a result, we have incurred and expect to continue to incur in the future substantial expense, including transformation costs that include professional services, project management and related design and execution charges, as well as costs related to both labor and non-labor restructuring and IT investments, and restructuring charges. We may not be able to achieve accelerated growth and margin expansion or operating efficiencies to reduce costs or realize benefits that we anticipated in connection with these initiatives. If we are unable to execute these initiatives as planned, we may not realize all or any of the anticipated benefits, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We may experience cost and other inflation. **In prior years** During 2022 and 2021, we experienced inflationary cost increases of raw materials, such as metals, resins, and electronics (including drives and motors), as well as increases in logistics, energy, insurance and labor costs (including wages, pension-pensions and health care benefits), and **due to the current volatile nature of the market,** we expect inflationary cost increases to continue in **2023-2024**. We strive for productivity improvements and implement increases in selling prices to help mitigate cost increases. We continue to implement operational initiatives to mitigate the impacts of inflation and continuously reduce our costs. However, these actions may not be successful in managing our costs or increasing our productivity and we anticipate inflation to continue with respect to **raw materials (especially resins, copper, steel, stainless steel and electronics)** as well as labor and logistics. Continued cost inflation or failure of our initiatives to increase prices, generate cost savings or improve productivity could have a material adverse effect on our business, financial condition, results of operations and cash flows. Interruption of our supply chain could affect our ability to produce or deliver our products and could negatively impact our business and profitability. During **2023,** 2022 and 2021, we experienced supply chain challenges, including increased lead times for raw materials due to availability constraints and high demand for these materials. These disruptions or our failure to effectively respond to them have increased and may continue to increase product, logistics or labor costs, limit availability of raw materials or cause delays in delivering our backlog or may cause an inability to deliver products to our customers or meet customer demand. While we have elevated our engagement with our suppliers and used secondary suppliers and new methods of procurement where available to mitigate the supply chain pressures, **we expect supply chain challenges to may continue in 2023—the future. In addition, as we execute on our ongoing Transformation Program, we may experience costs as a result of changing to new suppliers**. Any material interruption in our supply chain, such as material interruption of the supply of raw materials and components due to the casualty loss of any of our manufacturing plants; interruptions in service by our third-party logistic service providers or common carriers that ship goods within our distribution channels; unexpected delays in shipping or processing through customs of goods; **increased logistics costs, including air freight; lack of availability of marine cargo insurance for shipments in certain geographies due to hostilities;** trade restrictions, such as increased tariffs or quotas, embargoes or customs restrictions **or inspections**; or other unexpected or uncontrollable events that cause a material interruption in our supply chain such as pandemics (including COVID-19); social or labor unrest; natural disasters; or political disputes, **international hostilities** and military conflicts; could negatively affect our ability to produce or deliver our products and have a negative material impact on our business and our profitability. Additionally, our raw materials and components are sourced from a wide variety of domestic and international business partners. We rely on these suppliers to provide high quality products and to comply with applicable laws. Our ability to find qualified suppliers who meet our standards and supply products in a timely and efficient manner may be a challenge, especially with respect to raw materials and components sourced from outside the U. S. and from countries or

regions with diminished infrastructure, developing or failing economies or which are experiencing political instability or social unrest. For certain products, we may rely on one or very few suppliers. A supplier's failure to meet our standards, provide products in a timely and efficient manner, or comply with applicable laws is beyond our control. In addition, our competitors may be less reliant on third-party suppliers than we are, which may give such competitors more control over their supply chain and lead times for manufacturing products. These issues could have a material adverse effect on our business, financial condition, results of operations and cash flows. ~~The COVID-19 pandemic may have a material negative impact on our business, financial condition, results of operations and cash flows. Our business and financial results have been and may continue to be negatively impacted by the COVID-19 pandemic and its repercussions. The severity, magnitude and duration of the current COVID-19 pandemic remains uncertain, rapidly changing and hard to predict. In 2022, 2021 and 2020, the COVID-19 pandemic significantly impacted economic activity and markets around the world and our business, and it may negatively impact our business in numerous ways, including but not limited to those outlined below:~~

- ~~• Due to the impacts of the COVID-19 pandemic, we have experienced and may continue to experience reductions in customer demand for certain products and in certain end-markets.~~
- ~~• Our workforce may be unable or unwilling to work on-site or travel as a result of the continuing pandemic and related vaccine requirements, event cancellations, facility closures, shelter-in-place, travel and other restrictions and changes in industry practice, or if they, their co-workers or their family members become ill or otherwise require care arrangements. In addition, we have experienced disruptions at some of our facilities with higher absenteeism due to the COVID-19 pandemic.~~
- ~~• Government or regulatory responses to the COVID-19 pandemic have and may continue to negatively impact our business. Mandatory lockdowns or other restrictions on operations in some countries have previously temporarily disrupted our ability to manufacture in or distribute our products to or from some of these markets. A recurrence of these disruptions could materially adversely impact our operations and results. In addition to existing travel restrictions, jurisdictions may continue to close borders, impose increased vaccine or testing requirements, prolong quarantines and further restrict travel and business activity. These actions could cause related supply chain delays, which could significantly impact our ability to support our operations and customers, meet demand, develop new products, ship our backlog, impact the ability of our employees to get to their workplaces to produce products and services, or significantly hamper our products from moving through the supply chain. We may not be able to predict or respond to all impacts of the COVID-19 pandemic on a timely basis to prevent near- or long-term adverse impacts to our results. There still remains much uncertainty around the COVID-19 pandemic and its duration, severity and ultimate impact; therefore, any negative impact on our business, financial condition (including without limitation our liquidity), results of operations and cash flows cannot be reasonably estimated at this time, but the COVID-19 pandemic could lead to extended disruption of economic activity and the impact on our business, financial condition, results of operations and cash flows could be material. The foregoing and other impacts of the COVID-19 pandemic could have the effect of heightening many of the other risks described herein and any of these impacts could materially adversely affect our business, financial condition, results of operations and cash flows.~~

We are exposed to political, regulatory, economic, trade, and other risks that arise from operating a multinational business. Sales outside of the U. S. for the year ended December 31, **2022-2023** accounted for **29-31** % of our net sales. Further, most of our businesses obtain some products, components and raw materials from non-U. S. suppliers. Accordingly, our business is subject to the political, regulatory, economic, trade, and other risks that are inherent in operating in, and purchasing from, numerous countries. These risks include:

- changes in general economic and political conditions in countries where we operate **or purchase from**, particularly in emerging markets;
- relatively more severe economic conditions in some international markets than in the U. S.;
- the imposition of sanctions, tariffs, duties, exchange controls, currency restrictions or other trade restrictions;
- changes in tax treaties, laws or rulings that could have a material adverse impact on our effective tax rate;
- the difficulty of enforcing agreements and collecting receivables through non-U. S. legal systems;
- the difficulty of communicating and monitoring evolving standards and directives across our product lines, services, and global facilities;
- the difficulty of ensuring that our products, services and supply chains meet ever-changing regional regulations and requirements;
- trade protection measures and import or export licensing requirements and restrictions;
- the possibility of military conflicts or terrorist action affecting us, our operations, supply chains **or**, our end-markets **or economies generally**;
- the threat of nationalization and expropriation;
- changes due to nationalist consumer sentiment;
- the difficulty in staffing and managing widespread operations in non-U. S. labor markets;
- limitations on repatriation of earnings or other regionally-imposed capital requirements;
- the difficulty of protecting intellectual property in non-U. S. countries; and
- changes in and required compliance with a variety of non-U. S. laws and regulations, some of which may be incompatible **with each other or U. S. laws and regulations**.

Our success depends in part on our ability to anticipate and effectively manage these and other risks. We cannot assure that these and other factors will not have a material adverse effect on our international operations or on our business as a whole. Changes in U. S. or foreign government administrative policy, including changes to existing trade agreements, could have a material adverse effect on us. As a result of changes to U. S. or foreign government administrative policy, there may be changes to existing trade agreements; greater restrictions on free trade generally; significant increases in tariffs on goods including those imported into the U. S., particularly tariffs on products manufactured in Mexico, China, or other countries where we purchase, have operations or manufacture or sell products; prohibitions or restrictions on doing business with certain entities, including those with certain relationships with China; and adverse responses by foreign governments to U. S. trade policy, among other possible changes. It remains unclear what the U. S. administration or foreign governments, including China, will or will not do with respect to tariffs or international trade agreements and policies. A trade war; other governmental action related to tariffs or international trade agreements; changes in U. S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently purchase, have operations or manufacture and sell products; and any resulting negative sentiments towards the U. S. as a result of such changes, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Intellectual property challenges may hinder our ability to develop, engineer and

market our products. Patents, non-compete agreements, proprietary technologies, customer relationships, trademarks, trade names, and brand names are important to our business. Intellectual property protections, however, may not preclude competitors from developing products like similar to ours, or from challenging our names or products. Our pending patent, copyright, and trademark registration applications, may not be accepted, or competitors may challenge the validity or scope of our patents, copyrights or trademarks. In addition, our patents, copyrights, trademarks and other intellectual property rights may not provide us a significant competitive advantage. Furthermore, our business strategy also includes expanding our smart products and Internet of Things offerings and there are many other companies that hold patents in this space. Over the past few years, we have noticed an increasing tendency for participants in our markets, including competitors, to use challenges to intellectual property as a means to compete. Patent and trademark challenges increase our costs to develop, engineer and market our products. We may need to spend significant resources monitoring, enforcing and defending, including through litigation, our intellectual property rights, and we may or may not be able to detect infringement by third parties. If we fail to successfully enforce our intellectual property rights or register new patents, our competitive position could suffer, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We have significant goodwill and intangible assets and future impairment of our goodwill and intangible assets could have a material adverse effect on our results of operations. We test goodwill and other indefinite-lived intangible assets for impairment on at least an annual basis, and more frequently if circumstances warrant. As of December 31, 2022-2023, our goodwill and intangible assets were \$ 4, 347, 317. 2-0 million and represented 67-approximately 66 % of our total assets. Declines in fair market value could result in future goodwill and intangible asset impairment charges. A loss of, or material cancellation, reduction, or delay in purchases by or delivery of products to, one or more of our largest customers could harm our business. Our net sales to our largest customer represented approximately 20-15 % of our consolidated net sales in 2022-2023. While we do not have any other customers that accounted for more than 10 % of our consolidated net sales in 2022-2023, we have other customers that are key to the success of our business. Our concentration of sales to a relatively small number of larger customers makes our relationship with each of these customers important to our business. Our success is dependent on retaining these customers, which requires us to successfully manage relationships and anticipate the needs of our customers in the channels in which we sell our products. Our customers also may be impacted by economic conditions in the industries of those customers, which could result in reduced demand for or a delay in purchases of our products. In addition, our customers may cancel orders for purchases of our products or may not order products at rates consistent with past order levels, including due to inventory rebalancing or corrections in channels. In addition, we may not be able to timely deliver products to our largest customers due to supply chain interruptions or otherwise. We cannot provide assurance that we will be able to retain our largest customers. In addition, some of our customers may shift their purchases to our competitors in the future. The loss of one or more of our largest customers, any material cancellation, reduction, or delay in purchases by or delivery of products to these customers, or our inability to successfully develop relationships with additional customers could have a material adverse effect on our business, financial condition, results of operations and cash flows. Catastrophic and other events beyond our control may disrupt operations at our manufacturing facilities and those of our suppliers, which could cause us to be unable to meet customer demands or increase our costs, or reduce customer spending. If operations at any of our manufacturing facilities or those of our suppliers were to be disrupted as a result of significant equipment failures, natural disasters, earthquakes, power outages, fires, explosions, terrorism, political disputes, international hostilities, military conflicts, cybersecurity attacks incidents, adverse weather conditions, labor disputes, public health epidemics (including the COVID-19 pandemic) or other catastrophic events or disruptions outside of our control, we may be unable to fill customer orders and otherwise meet customer demand for our products. In particular Some of our operations, including our pool business operations in North Carolina and California, are in areas that are more susceptible to natural disasters such as hurricanes, wildfires, and earthquakes. These types of events may negatively impact residential, commercial and industrial spending in impacted regions or, depending on the severity, global spending. As a result, any of such events could have a material adverse effect on our business, financial condition, results of operations and cash flows. We maintain property insurance that we believe to be adequate to provide for reconstruction of facilities and equipment, and to cover business interruption losses resulting from any production interruption or shutdown caused by an insured loss. However, any recovery under our insurance policies may not offset the lost sales or increased costs that may be experienced during the disruption of operations and may also affect the price and availability of insurance in the future, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Seasonality of sales and weather conditions could have a material adverse effect on our financial results. We experience seasonal demand with end-users and end-users within each of our business segments. Demand for pool equipment in the pool business within segment, water solution products in the Consumer Water Solutions segment, and residential water supply, infrastructure and agricultural products in the businesses within the Industrial & Flow Technologies segment follows warm weather trends, with and is at seasonal highs from April to August September. While historically we have attempted to mitigate the magnitude of the sales spikes in the pool business and in the businesses within the Industrial & Flow Technologies segment by employing some advance sale “early buy” programs (generally including extended payment terms and / or additional discounts), we cannot provide any assurance that should we use such programs in the future they will be successful. In addition, seasonal effects associated with products in the pool business and in the businesses within our the Industrial & Flow Technologies, Water Solutions and Pool segment segments may vary from year to year and be impacted by weather patterns, particularly by such as temperature, heavy flooding and droughts. Moreover, adverse weather conditions, such as cold or wet weather, may negatively impact demand for, and sales of products within our, pool equipment in the pool business and residential water supply, commercial, infrastructure and agricultural products in the businesses within the Industrial & Flow Technologies segment segments. Volatility in currency exchange rates could have a material adverse effect on our financial condition, results of operations and cash flows. Sales outside of the U. S. for the year ended December 31, 2022-2023 accounted

for ~~29~~ **approximately 31** % of our net sales. Our financial statements reflect translation of items denominated in non- U. S. currencies to U. S. dollars. Therefore, if the U. S. dollar strengthens in relation to the principal non- U. S. currencies from which we derive revenue as compared to a prior period, our U. S. dollar reported revenue and income will effectively be decreased to the extent of the change in currency valuations, and vice- versa. ~~During 2022, we experienced a reduction in revenue and profits as a result of the significant strengthening of the U. S. dollar against foreign currencies.~~ Fluctuations in foreign currency exchange rates, most notably the strengthening of the U. S. dollar against the euro, could have a material adverse effect on our reported revenue in future periods. In addition, currency variations could have a material adverse effect on margins on sales of our products in countries outside of the U. S. and margins on sales of products that include components obtained from suppliers located outside of the U. S. **Our business may be adversely affected by matters associated with our labor force. Certain of our employees are covered by collective bargaining agreements or represented by works councils. Although we believe that our relations with the labor unions and works councils that represent our employees are generally good and we have experienced no material work stoppages recently, no assurances can be made that we will not experience these and other types of conflicts with labor unions, works councils, other groups representing employees or our employees generally in the future, or that any future negotiations with these groups will not result in significant increases in our cost of labor. In addition, an important aspect of attracting and retaining qualified personnel is continuing to offer competitive wages, employee healthcare, retirement and other benefits. The expenses we record for our employee benefit plans depend on factors such as changes in market interest rates and healthcare cost inflation, and significant unfavorable changes in these factors could increase our expenses and funding requirements. An inability to control costs and funding requirements related to employee benefits could negatively impact our results of operations and financial condition. Complications with the design or implementation of our updated enterprise resource planning system could adversely impact our business and operations. We rely extensively on information systems and technology to operate and manage our business and summarize operating results. We are in the process of a multi- year implementation of an updated global enterprise resource planning (“ ERP ”) system in connection with moving to digital processes under our Transformation Program. Ultimately, this ERP system will update our existing operating and transactional financial systems. The ERP system is designed to accurately maintain our financial records, enhance operational functionality and provide timely information to our management team related to the operation of the business. The ERP system implementation process has required, and will continue to require, the investment of significant personnel and financial resources. We may not be able to successfully implement the ERP system without experiencing delays, increased costs and other difficulties. If we are unable to successfully design and implement the updated ERP system as planned, our financial position, results of operations and cash flows could be negatively impacted. Additionally, if we do not effectively implement the ERP system as planned or the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess those controls adequately could be further delayed.**

Risks Relating to Our Debt and Financial Markets Increased leverage may harm our business, financial condition and results of operations. As of December 31, ~~2022~~ **2023**, we had \$ 2, ~~339-006~~ **3-8** million of total debt outstanding on a consolidated basis. ~~Our indebtedness increased materially in connection with our acquisition of Manitowoc Ice, which we funded with approximately \$ 1.6 billion of new indebtedness.~~ We and our subsidiaries may incur additional indebtedness in the future, **including in connection with acquisitions**, subject to restrictions in our debt agreements. Our increased level of indebtedness and any future increases in our level of indebtedness may have important effects on our future operations, including, without limitation: • we will have additional cash requirements in order to support the payment of interest on our outstanding indebtedness; • increases in our outstanding indebtedness and leverage may increase our vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure; • our ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be reduced; • our flexibility in planning for, or reacting to, changes in our business and our industry may be reduced; and • our flexibility to make acquisitions and develop technology may be limited. Our ability to make payments of principal and interest on and to refinance our indebtedness, including our existing debt as well as any future debt that we may incur, will depend on our ability to generate cash in the future from operations, financings or asset sales. Our ability to generate cash is subject to general economic conditions and financial, business and other factors affecting our operations, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our debt and meet our other cash requirements, we may be required, among other things: • to seek additional financing in the debt or equity markets; • to refinance or restructure all or a portion of our indebtedness; • to sell selected assets or businesses; or • to reduce or delay planned capital or operating expenditures. Such measures might not be sufficient to enable us to service our debt and meet our other cash requirements. In addition, any such financing, refinancing or sale of assets might not be available at all or on economically favorable terms. Covenants in our debt instruments may adversely affect us. Our credit agreements and indentures contain customary financial covenants, including those that limit the amount of our debt, which may restrict the operations of our business and our ability to incur additional debt to finance acquisitions. Our ability to meet the financial covenants may be affected by events beyond our control, and we cannot provide assurance that we will meet those tests. A breach of any of these covenants could result in a default under our credit agreements or indentures. Upon the occurrence of an event of default under any of our credit facilities or indentures, the lenders or trustees could elect to declare all amounts outstanding thereunder to be immediately due and payable and, in the case of credit facility lenders, terminate all commitments to extend further credit. If the lenders or trustees accelerate the repayment of borrowings, we cannot provide assurance that we will have sufficient assets to repay our credit facilities and our other indebtedness. Furthermore, acceleration of any obligation under any of our material debt instruments will permit the holders of our other material debt to accelerate their obligations, which could have a material adverse effect on our financial condition. We may increase our debt or raise additional capital, our credit ratings may be downgraded in the future, or our

interest rates may increase, each of which could affect our financial condition, and may decrease our profitability. As of December 31, 2022-2023, we had \$ 2, 339-006. 3-8 million of total debt outstanding on a consolidated basis. We may increase our debt or raise additional capital in the future, subject to restrictions in our debt agreements. If our cash flow from operations is less than we anticipate, if our cash requirements are more than we expect, or if we intend to finance acquisitions, we may require more financing. However, debt or equity financing may not be available to us on acceptable terms, or at all. If we incur additional debt or raise equity through the issuance of additional capital shares, the terms of the debt or capital shares issued may give the holders rights, preferences and privileges senior to those of holders of our ordinary shares, particularly in the event of liquidation. The terms of the debt may also impose additional and more stringent restrictions on our operations than we currently have. If we raise funds through the issuance of additional equity, the percentage ownership of existing shareholders in our company would decline. If we are unable to raise additional capital when needed, our financial condition could be adversely affected. Unfavorable changes in the ratings that rating agencies assign to our debt may ultimately negatively impact our access to the debt capital markets and increase the costs we incur to borrow funds. If ratings for our debt fall below investment grade, our access to the debt capital markets may become restricted. Additionally, our credit agreements generally include an increase in interest rates if the ratings for our debt are downgraded. To the extent that our interest rates increase, our interest expense will increase, which could adversely affect our financial condition, results of operations and cash flows. Disruptions in the financial markets could adversely affect us, our customers and our suppliers by increasing funding costs or reducing availability of credit. In the normal course of our business, we may access credit markets for general corporate purposes, which may include repayment of indebtedness, acquisitions, additions to working capital, repurchase of shares, capital expenditures and investments in our subsidiaries. Although we expect to have sufficient liquidity to meet our foreseeable needs, our access to and the cost of capital could be negatively impacted by disruptions in the credit markets, including due to failures of financial institutions, which have occurred in the past and made financing terms for borrowers unattractive or unavailable. These factors may make it more difficult or expensive for us to access credit markets if the need arises. In addition, these factors may make it more difficult for our suppliers to meet demand for products or for customers to purchase products or commence new projects, as suppliers and customers may experience increased costs of debt financing or difficulties in obtaining debt financing. Disruptions in the financial markets have had adverse effects on other areas of the economy and have led to a slowdown in general economic activity that may continue to adversely affect our businesses. One or more of these factors could adversely affect our business, financial condition, results of operations or cash flows. Risks Relating to Legal, Regulatory and Compliance Matters Violations of the U. S. Foreign Corrupt Practices Act, U. K. Bribery Act, and other anti- corruption laws outside the U. S. could have a material adverse effect on us. The U. S. Foreign Corrupt Practices Act (“FCPA”), U. K. Bribery Act, and other anti- corruption laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials or other persons for the purpose of obtaining or retaining business. Recent years have seen a substantial increase in anti- bribery law enforcement activity, with more frequent and aggressive investigations and enforcement proceedings by both the U. S. Department of Justice and the SEC, increased enforcement activity by non- U. S. regulators and increases in criminal and civil proceedings brought against companies and individuals. Our policies mandate compliance with these anti- bribery laws. We operate in many parts of the world that are recognized as having governmental and commercial corruption and, in certain circumstances, strict compliance with anti- bribery laws may conflict with local customs and practices. We cannot assure that our internal control policies and procedures will always protect us from negligent, reckless or criminal acts committed by our employees or third- party intermediaries. In the event that we believe or have reason to believe that our employees, customers, or agents have or may have violated applicable anti- corruption laws, including the FCPA, we may be required to investigate the relevant facts and circumstances, which can be expensive and require significant time and attention from senior management. Violations of these laws may require self- disclosure to government agencies and result in criminal or civil sanctions, which could disrupt our business and result in a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. Our failure to satisfy international trade compliance regulations, and changes in U. S. government and other applicable sanctions, could have a material adverse effect on us. Our global operations require importing and exporting goods and technology across international borders on a regular basis. Certain of the products we sell are “dual use” products, which are products that may have both civil and military applications, or may otherwise be involved in weapons proliferation, and are often subject to more stringent export controls. From time to time, we obtain or receive information alleging improper activity in connection with imports or exports. Our policy policies mandates- mandate strict compliance with U. S. and non- U. S. trade laws applicable to our products. However, even when we are in strict compliance with law and our policies, we may suffer reputational damage if certain of our products are sold through various intermediaries to sanctioned entities or to entities operating in sanctioned countries. When we receive information alleging improper activity, our policy is to investigate that information and respond appropriately, including, if warranted, reporting our findings to relevant governmental authorities. Nonetheless, our policies and procedures may not always protect us from actions that would violate U. S. and / or non- U. S. laws. Any improper actions could subject us to civil or criminal penalties, including material monetary fines, or other adverse actions including denial of import or export privileges, and could damage our reputation and business prospects. We are exposed to environmental laws, liabilities and litigation. We are subject to U. S. federal, state, local and non- U. S. laws and regulations governing protection of the environment and worker health and safety. Compliance with these environmental, health and safety regulations could require us to satisfy environmental liabilities, increase the cost of manufacturing our products or otherwise have a material adverse effect on our business, financial condition, results of operations and cash flows. Any violations of these laws by us could cause us to incur unanticipated liabilities. We are also required to comply with various environmental laws and maintain permits, many of which are subject to renewal from time to time, for many of our businesses, and we could be adversely impacted if we are unable to renew existing permits or to obtain any additional permits that may be required. Compliance with environmental requirements also could require significant operating or

capital expenditures or result in significant operational restrictions. We cannot provide assurance that we have been or will be at all times in compliance with environmental and health and safety laws. If we violate these laws, we could be fined, criminally charged or otherwise sanctioned by regulators. We have been named as a defendant, target or a potentially responsible party (“PRP”) in a number of environmental matters relating to our current or former businesses. We have disposed of a number of businesses and in certain cases, we have retained responsibility and potential liability for certain environmental obligations. We have received claims for indemnification from certain purchasers of businesses from us. We may be named as a PRP at other sites in the future for existing business units, as well as both divested and acquired businesses. In addition to clean-up actions brought by governmental authorities, private parties could bring individual or class-action claims due to the presence of, or exposure to, hazardous substances, **including at sites where we did not have operations but may have acquired liability through an acquisition of a business**. Certain environmental laws impose liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances at their properties or at properties at which they have disposed of hazardous substances. We have projects underway at several current and former manufacturing facilities to investigate and remediate environmental contamination resulting from our past operations or by the operations of divested or acquired businesses or other businesses that previously owned or used the properties. The cost of remediation and other environmental liabilities can be difficult to accurately predict **and is typically excluded by insurance**. In addition, environmental requirements change and tend to become more stringent over time. Our eventual environmental remediation costs and liabilities could exceed the amount of our current reserves. Our subsidiaries are party to asbestos-related litigation that could adversely affect our financial condition, results of operations and cash flows. Our subsidiaries, along with numerous other companies, are named as defendants in a substantial number of lawsuits based on alleged exposure to asbestos-containing materials, substantially all of which relate to our discontinued operations. These cases typically involve product liability claims based primarily on allegations of manufacture, sale or distribution of industrial products that either contained asbestos or were attached to or used with asbestos-containing components manufactured by third parties **or to which asbestos insulation was applied after installation**. In addition, some cases brought against us involve the presence of asbestos at facilities that we own or used to own. Each case typically names a large number of product manufacturers, service providers and premises owners. Historically, our subsidiaries have been identified as defendants in asbestos-related claims. Our strategy has been, and continues to be, to mount a vigorous defense aimed at having unsubstantiated suits dismissed, and settling claims before trial only where appropriate. As of December 31, **2022-2023**, there were approximately **689-590** claims pending against our subsidiaries, substantially all of which relate to our discontinued operations. We cannot predict with certainty the extent to which we will be successful in litigating or otherwise resolving lawsuits in the future, and we continue to evaluate different strategies related to asbestos claims filed against us including the possibility of entity restructuring. Unfavorable rulings, judgments or settlement terms could have a material adverse impact on our business and financial condition, results of operations and cash flows. In addition, while most of the asbestos claims against us are covered by liability insurance policies from many years ago, not all claims are insured. As our insurers resolve claims relating to past policy periods, the aggregate coverage provided by those policies erodes. If we exhaust our coverage under those policies, we will be exposed to potential uninsured losses. Over time, the uninsured portion of our asbestos docket may increase, which may require us to set greater reserves to resolve future asbestos cases. Failure to comply with the broad range of standards, laws and regulations in the jurisdictions in which we operate may result in exposure to substantial disruptions, costs and liabilities. Our products, manufacturing facilities and business operations are subject to ~~certain~~ **numerous federal, state and local** statutory and regulatory requirements, **both within and outside the U. S.** These laws and regulations impose on us increasingly complex, stringent and costly **monitoring and** compliance activities, including but not limited to environmental, health, and safety protection standards and permitting, labeling and other requirements regarding (among other things) product efficiency and performance, material makeup, air quality and emissions, and wastewater discharges; the use, handling, and disposal of hazardous or toxic materials **and substances, including perfluoroalkyl and polyfluoroalkyl substances (“PFAS”) and other substances of concern**; remediation of environmental contamination; and working conditions for and compensation of our employees. We may also be affected by future standards, laws or regulations, including those imposed in response to energy, climate change, product functionality, geopolitical, corporate social responsibility, or similar concerns. These standards, laws, or regulations may impact our costs of operation, the sourcing of raw materials, and the manufacture and distribution of our products and place restrictions and other requirements or impediments on the products and solutions we can sell in certain geographical locations or on the willingness of certain investors to own our shares. We are exposed to certain regulatory, financial and other risks related to climate change and other sustainability matters. Climate change is receiving ever increasing attention worldwide. Many scientists, legislators and others attribute global warming to increased levels of greenhouse gases, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. The U. S. Environmental Protection Agency (“EPA”) has published findings that emissions of carbon dioxide, methane, and other greenhouse gases (“GHGs”) present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to the warming of the earth’s atmosphere and other climate changes. Based on these findings, the EPA has implemented regulations that require reporting of GHG emissions, or that limit emissions of GHGs from certain mobile or stationary sources. In addition, the U. S. Congress and federal and state regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many states have already taken legal measures to reduce emissions of GHGs, primarily through the development of GHG inventories, GHG permitting and / or regional GHG cap- and- trade programs. It is uncertain whether, when and in what form a federal mandatory carbon dioxide emissions reduction program, or other state programs, may be adopted. Similarly, certain countries have adopted the Kyoto Protocol and, ~~in February~~ **in February** 2021, the U. S. rejoined the Paris Accord. These and other existing or potential international initiatives and regulations could affect our international operations. To the extent our customers, particularly our energy and industrial customers, are subject to any of these or other similar proposed or newly enacted laws and regulations, we

are exposed to risks that the additional costs by customers to comply with such laws and regulations could impact their ability or desire to continue to operate at similar levels in certain jurisdictions as historically seen or as currently anticipated, which could negatively impact their demand for our products and services. As customers become increasingly concerned about the environmental impact of their purchases, if we fail to keep up with changing regulations or innovate or operate in ways that minimize the energy use of our products or operations, customers may choose more energy efficient or sustainable alternatives. These actions could also increase costs associated with our operations, including costs for raw materials and transportation. We may also be subject to consumer lawsuits or enforcement actions by governmental authorities if our ESG claims relating to product marketing are inaccurate. It is uncertain what **new** laws will be enacted and therefore we cannot predict the potential impact of such laws on our future financial condition, results of operations and cash flows. The laws and regulations regarding ESG disclosures and requirements are rapidly evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs. As part of our strategy regarding environmental, climate change and sustainability matters, we have set and may set additional targets aimed at reducing our impact on the environment and climate change and / or targets relating to other sustainability matters. In addition, as a leading provider of water treatment solutions, our business strategy includes positioning our products and services as sustainable solutions. Actions we take to achieve our targets or strategy could result in increased costs to our operations. We may not be able to achieve such targets or our desired impact, and any future investments we make in furtherance of achieving such targets and strategy may not meet investor expectations or standards regarding sustainability performance. Moreover, we may determine that it is in the best interest of our company and our shareholders to prioritize other business, social, governance or sustainable investments over the achievement of our current targets based on economic, regulatory and social factors, business strategy or pressure from investors or other stakeholders. In addition, investors and other stakeholders are increasingly focused on ESG matters, and as stakeholder ESG expectations and standards are evolving, we may not be able to sufficiently respond to these evolving standards and expectations **or investors may not view our products and services as sustainable solutions**. Furthermore, we could be criticized for the accuracy or completeness of the disclosure of our ESG initiatives. If we are unable to meet our targets or successfully implement our strategy or our ESG reporting is inaccurate or incomplete, then we could suffer from reputational damage and incur adverse reaction from investors and other stakeholders, which could adversely impact the perception of our brand and our products and services by current and potential investors and customers, which could in turn adversely impact our business, results of operations, or financial condition. Increased cybersecurity threats and computer crime pose a risk to our systems, networks, products and services, and we are exposed to potential regulatory, financial and reputational risks relating to the protection of our data. We rely upon information technology systems and networks in connection with a variety of business activities, some of which are managed by third parties. As our business increasingly interfaces with employees, customers, dealers and suppliers using information technology systems and networks, we are subject to an increased risk to the secure operation of these systems and networks. Our evolution into smart products and Internet of Things subjects us to increased cyber and technology risks. The secure operation of our information technology systems and networks is critical to our business operations and strategy. Cybersecurity threats from user error to attacks designed to gain unauthorized access to our systems, networks and data are increasing in frequency and sophistication. These threats pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of the data we process and maintain. Establishing systems and processes to address these threats may increase our costs. We have experienced cybersecurity incidents, and, although we have determined such cybersecurity incidents to be immaterial and such incidents have not had a material adverse effect on our **business strategy**, financial condition, results of operations or cash flows, there can be no assurance of similar results in the future. Should future attacks succeed, it could expose us and our employees, customers, dealers and suppliers to the theft of assets, misuse of information or systems, compromises of confidential information, manipulation and destruction of data, product failures, production downtimes and operations disruptions. The occurrence of any of these events could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. **While we maintain cybersecurity insurance, the costs related to cybersecurity threats or incidents may not be fully insured, and future cybersecurity coverage may become more expensive if we experience a cybersecurity incident.** In addition, such cybersecurity incidents could result in litigation, regulatory action and potential liability and the costs and operational consequences of implementing further data protection measures. **For information on our cybersecurity risk management, strategy and governance, see ITEM 1C.- Cybersecurity**. Changes in data privacy laws and our ability to comply with them could have a material adverse effect on us. We collect and store data that is sensitive to us and our employees, customers, dealers and suppliers. A variety of state, national, foreign and international laws and regulations apply to the collection, use, retention, protection, security, disclosure, transfer and other processing of personal and other data. Many foreign data privacy regulations, including the General Data Protection Regulation (the "GDPR") in the European Union, are more stringent than federal regulations in the United States. Within the United States, many states are considering adopting, or have already adopted privacy regulations, including, for example, the California Consumer Privacy Act. These laws and regulations are rapidly evolving and changing, and could have an adverse effect on our operations. Companies' obligations and requirements under these laws and regulations are subject to uncertainty in how they may be interpreted by courts and governmental authorities. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs, and / or result in interruptions or delays in the availability of systems. In the case of non-compliance with these laws, including the GDPR, regulators have the authority to levy significant fines. In addition, if there is a breach of privacy, we may be required to make notifications under data privacy laws or regulations, or could become subject to litigation. The occurrence of any of these events could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. We may be negatively impacted by litigation and other claims. We are currently, and may in the future become, subject to litigation and

other claims. These legal proceedings are typically claims that relate to our products or services or to the conduct of our business and include, without limitation, claims relating to commercial regulatory or contractual disputes with suppliers, authorities, customers or parties to acquisitions and divestitures; intellectual property matters; environmental, asbestos, safety and health matters; product quality and liability matters; matters arising from the use or installation of our products; consumer protection matters; and employment and labor matters. The outcome of such legal proceedings cannot be predicted with certainty and some may be disposed of unfavorably to us. Insurance coverage is not available for some of our claims and may be disputed by carriers in others. While we currently maintain what we believe to be suitable product liability insurance, we may not be able to maintain this insurance on our preferred terms or at an acceptable cost. **Further, and** this insurance may not provide adequate protection against potential or previously existing liabilities. In addition, we self-insure a portion of product liability claims and must satisfy deductibles on other insured claims. Further, some of our business involves the sale of our products to customers that are constructing large and complex systems, facilities or other capital projects, and while we generally try to limit our exposure to liquidated damages, consequential damages and other potential damages in the contracts for these projects, we could be exposed to significant monetary damages and other liabilities in connection with the sale of our products for these projects for a variety of reasons. In addition, some of our businesses, customers, and dealers are subject to various laws and regulations regarding consumer protection and advertising and sales practices, and we have been named, and may be named in the future, as a defendant in litigation, **including some of which are or may be** class action complaints, arising from alleged violation of these laws and regulations. In addition, our indemnification obligations relating to the purchase or sale of businesses could result in litigation or claims of unknown amounts. Successful claims or litigation against us for significant amounts could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

Risks Relating to Our Jurisdiction of Incorporation in Ireland and Tax Residency in the U. K. We are subject to changes in law and other factors that may not allow us to maintain a worldwide effective corporate tax rate that is competitive in our industry. While we believe that we should be able to maintain a worldwide effective corporate tax rate that is competitive in our industry, we cannot give any assurance as to what our effective tax rate will be in the future because of, among other things, uncertainty regarding tax policies of the jurisdictions where we operate. Also, the tax laws and treaties of the U. S., the U. K., Ireland and other jurisdictions could change in the future, and such changes could cause a material change in our worldwide effective corporate tax rate. **For example, the Organization for Economic Co-operation and Development Pillar Two Model Rules (“ Pillar Two ”) for a global 15.0 % minimum tax, are in the process of being adopted by a number of jurisdictions in which we operate. In particular, the U. K. has completed passage of legislation to comply with the Pillar Two framework, which became effective at the start of 2024. We expect Pillar Two to have a negative 1.0 % to 1.5 % impact to our effective tax rate in 2024. That impact could change in the future as we continue to evaluate the enacted legislative changes and as new guidance becomes available.** In addition, legislative action could be taken by the U. S., the U. K., Ireland or the European Union that could override tax treaties or modify tax statutes or regulations upon which we expect to rely and adversely affect our effective tax rate. We cannot predict the outcome of any specific legislative proposals. If proposals were enacted that had the effect of disregarding our incorporation in Ireland or limiting our ability as an Irish company to maintain tax residency in the U. K., we could be subject to increased taxation **and / or be required to take action to maintain our effective tax rate**, which could materially adversely affect our financial condition, results of operations, cash flows or our effective tax rate in future reporting periods. A change in our tax residency could have a negative effect on our future profitability, and may trigger taxes on dividends or exit charges. Under current Irish legislation, a company is regarded as resident for tax purposes in Ireland if it is incorporated in Ireland. Under current U. K. legislation, a company that is centrally managed and controlled in the U. K. is regarded as resident in the U. K. for taxation purposes unless it is treated as resident in another jurisdiction pursuant to any appropriate double tax treaty with the U. K. Other jurisdictions may also seek to assert taxing jurisdiction over us. The Organization for Economic Co-operation and Development proposed a number of measures relating to the tax treatment of multinationals, some of which are implemented by amending double tax treaties through the multilateral convention to implement tax treaty-related measures to prevent base erosion and profit shifting (the “ MLI ”). The MLI has now entered into force for a number of countries, including Ireland and the U. K. Under the Double Tax Convention between Ireland and the U. K., as amended by the MLI, the ~~residence~~ **residency** tie-breaker provides that a company will remain dual resident unless there is a determination otherwise by the tax authorities of the two contracting states. ~~We have~~ **In January 2021, we** obtained a determination from the ~~Competent tax Authorities~~ **authorities of in Ireland,** the Irish Revenue Commissioners, **and in** the U. K., **HM Revenue & Customs,** which states that we are resident for tax purposes only in the U. K. It is possible that in the future, whether as a result of a change in law or the practice of any relevant tax authority or as a result of any change in the conduct of our affairs, we could become, or be regarded as having become, resident in a jurisdiction other than the U. K. If we cease to be resident in the U. K. and become a resident in another jurisdiction, we may be subject to U. K. exit charges, and could become liable for additional tax charges in the other jurisdiction (including dividend withholding taxes or corporate income tax charges). If we were to be treated as resident in more than one jurisdiction, we could be subject to taxation in multiple jurisdictions. If, for example, we were considered to be a tax resident of Ireland, we could become liable for Irish corporation tax, and any dividends paid by us could be subject to Irish dividend withholding tax. Irish law differs from the laws in effect in the United States and may afford less protection to holders of our securities. It may not be possible to enforce court judgments obtained in the U. S. against us in Ireland based on the civil liability provisions of the U. S. federal or state securities laws. In addition, there is some uncertainty as to whether the courts of Ireland would recognize or enforce judgments of U. S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the U. S. federal or state securities laws or hear actions against us or those persons based on those laws. We have been advised that the U. S. currently does not have a treaty with Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any U. S. federal or state court based on

civil liability, whether or not based solely on U. S. federal or state securities laws, would not automatically be enforceable in Ireland. As an Irish company, we are governed by the Irish Companies Act 2014, which differs in some material respects from laws generally applicable to U. S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Further, the duties of directors and officers of an Irish company generally are owed to the company only. Shareholders of Irish companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances and require court permission to do so. Accordingly, holders of our securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the U. S. Irish law differs from the laws in effect in the United States, which may negatively impact our ability to issue ordinary shares. Under Irish law, we must have authority from our shareholders to issue any ordinary shares, including shares that are part of our authorized but unissued share capital. In addition, unless otherwise authorized by its shareholders or constitutional document, when an Irish company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders on a pro- rata basis. If we are unable to obtain these authorizations from our shareholders, or are otherwise limited by the terms of our authorizations, our ability to issue ordinary shares under our equity compensation plans and, if applicable, to facilitate funding acquisitions or otherwise raise capital could be adversely affected. Transfers of our ordinary shares may be subject to Irish stamp duty. Transfers of our ordinary shares effected by means of the transfer of book entry interests in the Depository Trust Company (“ DTC ”) will not be subject to Irish stamp duty. However, if you hold your ordinary shares directly rather than beneficially through DTC, any transfer of your ordinary shares could be subject to Irish stamp duty (currently at the rate of 1 % of the higher of the price paid or the market value of the shares acquired). Payment of Irish stamp duty is generally a legal obligation of the transferee. We currently intend to pay, or cause one of our affiliates to pay, stamp duty in connection with share transfers made in the ordinary course of trading by a seller who holds shares directly to a buyer who holds the acquired shares beneficially. In other cases we may, in our absolute discretion, pay or cause one of our affiliates to pay any stamp duty. Our articles of association provide that, in the event of any such payment, we (i) may seek reimbursement from the buyer, (ii) will have a lien against the shares acquired by such buyer and any dividends paid on such shares and (iii) may set- off the amount of the stamp duty against future dividends on such shares. Parties to a share transfer may assume that any stamp duty arising in respect of a transaction in our shares has been paid unless one or both of such parties is otherwise notified by us. Our ordinary shares, received by means of a gift or inheritance could be subject to Irish capital acquisitions tax. Irish capital acquisitions tax (“ CAT ”) could apply to a gift or inheritance of our ordinary shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because our shares will be regarded as property situated in Ireland. The person who receives the gift or inheritance has primary liability for CAT. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax- free threshold of € 335, 000 per lifetime in respect of taxable gifts or inheritances received from their parents for periods on or after October 9, 2019. The standard rate of CAT for gifts and inheritances received above this threshold is 33 %. General Risk Factors Our share price may fluctuate significantly. We cannot predict the prices at which our shares may trade. The market price of our shares may fluctuate widely, depending on many factors, some of which may be beyond our control, including: • actual or anticipated fluctuations in our results of operations due to factors related to our business; • success or failure of our business strategy; • our quarterly or annual earnings, or those of other companies in our industry; • our ability to obtain third- party financing as needed; • announcements by us or our competitors of significant acquisitions or dispositions; • changes in accounting standards, policies, guidance, interpretations or principles; • changes in earnings estimates or guidance by us or securities analysts or our ability to meet those estimates or guidance; • the operating and share price performance of other comparable companies; • investor perception of us; • effect of certain events or occurrences on our reputation; • overall market fluctuations; • results from any material litigation or governmental investigation or environmental liabilities; • natural or other environmental disasters; • changes in laws and regulations affecting our business; and • general economic conditions and other external factors. Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations could have a material adverse effect on our share price.