Risk Factors Comparison 2024-02-27 to 2023-02-21 Form: 10-K

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The risks described below should be carefully considered before making an investment decision. These are the most significant risk factors, but they are not the only risk factors that should be considered in making an investment decision. This Form 10- K also contains and may incorporate by reference forward- looking statements that involve risks and uncertainties. See the " Cautionary Notice Regarding Forward- Looking Statements, " immediately preceding Part I ~~,~~ of this Form 10- K. Our business, consolidated financial condition, results of operations, or cash flows could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and investors in our securities may lose all or part of their investment. Strategic Risks The global nature of our operations exposes us to numerous risks that could materially adversely affect our consolidated financial condition, results of operations, or cash flows. We operate in 46 countries / territories, and our products are distributed in ~~120~~ **115** countries / territories around the world. A large portion of our manufacturing operations are located outside of the U. S. **,** and ~~46~~ **in 2023, 47** % of our net sales ~~are~~ **were** generated outside of the U. S. These operations, particularly those in developing regions, are subject to various risks that may not be present in or as significant for our U. S. operations. Economic uncertainty in some of the geographic regions in which we operate, including developing regions, could result in the disruption of commerce and negatively impact cash flows from our operations in those markets. Risks inherent in our international operations include: • inflationary pressures, including wage inflation and input cost inflation, as well as the impact of fiscal policy interventions by national or regional governments to control inflation; • foreign currency exchange controls and tax rates; • foreign currency exchange rate fluctuations, including devaluations; • adverse impacts resulting from regional or global human health related illnesses; • restrictive governmental actions such as those on transfer or repatriation of funds and trade protection matters, including anti- dumping duties, tariffs, embargoes, sanctions and prohibitions or restrictions on acquisitions or joint ventures; • changes in laws and regulations, including the laws and policies of the U. S. and foreign countries affecting trade and foreign investment; • the impact of customer perceptions or regulatory developments related to sustainability concerns; • the difficulty of enforcing agreements and collecting receivables through certain foreign legal systems; • variations in protection of intellectual property and other legal rights; • more expansive legal rights of foreign unions or works councils; • changes in labor conditions and difficulties in staffing and managing international operations; • import and export delays caused, for example, by an extended strike at the port of entry, could cause a delay in our supply chain operations; • social plans that prohibit or increase the cost of certain restructuring actions; • the potential for governmental actions that may result in expropriation or nationalization of our facilities or other assets in that country; • unsettled political conditions and possible terrorist attacks against U. S. or other interests; and • potential tax inefficiencies and tax costs in repatriating funds from our non- U. S. subsidiaries. These and other factors may have a material adverse effect on our international operations and, consequently, on our consolidated financial condition, results of operations, or cash flows. The COVID- 19 pandemic could adversely...... the effectiveness and distribution of vaccines. Uncertain global economic conditions may have an adverse effect on our consolidated financial condition, results of operations, or cash flows. Uncertain global economic conditions, including the impact of inflationary pressure and general economic slowdowns across the global economy, may have an adverse impact on our business in the form of lower volumes sold due to weakened demand, unfavorable changes in product price / mix, or lower profit margins. For example, in the past, global economic downturns have adversely impacted some of our customers and end- users, such as food processors, distributors, supermarket retailers, restaurants, industrial manufacturers, retail establishments, business service contractors and e- commerce and mail order fulfillment firms, and other end- users that are particularly sensitive to business and consumer spending. ~~Additionally~~ **Our production levels and inventory management goals for our products are based on estimates of demand** , ~~in 2022~~ **taking into account production capacity** , ~~widespread inflationary pressures were experienced across global economies~~ **timing of shipments and inventory levels. If market conditions change** , resulting in ~~higher costs~~ **us overestimating or underestimating demand** for **any of** our ~~raw materials~~ **products during a given season** , ~~non-~~ **we may not maintain appropriate inventory levels, which could** ~~material~~ **materially** ~~cost components~~ and ~~labor~~ **adversely affect our business, financial condition and results of operation** . During economic downturns or recessions, there can be a heightened competition for sales and increased pressure to reduce selling prices as our customers may reduce their volume of purchases from us. If we lose significant sales volume or reduce selling prices significantly, there could be a negative impact on our consolidated financial condition, results of operations, profitability or cash flows. Also, reduced availability of credit may adversely affect the ability of some of our customers and suppliers to obtain funds for operations and capital expenditures. This could negatively impact our ability to obtain necessary supplies as well as our sales of materials and equipment to affected customers. This could also result in reduced or delayed collections of outstanding accounts receivable. We experience competition in the markets for our products and services and in the geographic areas in which we operate. Our packaging products and equipment solution offerings compete with similar products made by other manufacturers and with a number of other types of materials or products. We compete on the basis of performance characteristics of our products, as well as service, price, sustainability and innovations in technology. A number of competing domestic and foreign companies are well- established. Customers in the e- commerce and food service industry and peers in the packaging industry have been consolidating in recent years, **which** ~~and we believe this trend~~ may continue **in the future** . Such consolidation could have an adverse impact on the pricing of our products and services and our ability to retain customers, which could in turn adversely affect our business, consolidated financial condition, results of operations or cash flows. Our inability to maintain a competitive advantage could result in lower prices or lower sales volumes for our products.

Additionally, we may not successfully implement our pricing actions. These factors may have an adverse impact on our consolidated financial condition, results of operations, or cash flows. ~~Concerns about~~ **Acquisitions present many risks, and we may not achieve** the ~~impact~~ **financial and strategic goals** that **were contemplated at** ~~some plastic materials may have on the environment, along with changes in legal or regulatory requirements, development of recycling infrastructure, consumer preferences or market measures to address these~~ -- **the time** ~~concerns, may negatively affect our business and operations. Public attention to plastic waste and its associated or perceived environmental impact continues to receive attention. Some jurisdictions have laws and regulations that govern the registration, labeling and taxation or surcharges~~ of ~~some of our products. For example, some of our materials or products became subject to~~ a **transaction** ~~tax on certain plastics, which went into effect in 2022 in the UK and the U~~ . ~~S.~~ **We review** and ~~is expected~~ **consider strategic acquisitions from time** to ~~go into effect in~~ **time. Any acquisitions we may undertake, including the Liquibox acquisition, and** ~~other~~ - **their integration involves risks** ~~European countries in 2023. Consumer perceptions, preferences~~ and **uncertainties** ~~buying behaviors may change as a result of public attention to plastic waste and current and future regulations. Currently~~ , ~~single- use plastic bans and / or proposals have focused on specific items~~ such as **: •** ~~grocery bags, cutlery, beverage straws and stir sticks, expanded polystyrene or~~ **our ongoing business may** ~~oxo- degradable plastic. At present, all of the products we manufacture are in compliance with applicable laws and regulations, but there can~~ be **disrupted** ~~no assurances regarding future laws and regulations. We maintain programs designed to comply with laws and regulations and to monitor their evolution. We also continue to innovate our packaging solutions to exceed recyclability or reusability requirements, address cube optimization to eliminate non- recyclable plastic waste, and increase the use of recycled and / or renewable materials. We believe that execution of our strategy positions us to exceed sustainability and recyclability demands of our customers with innovative solutions and new formulations of our materials. However, future development of government policies including taxation to restrict waste imports and / or expand bans beyond single- use plastics, as well as changes in customer preferences, may have an~~ **and** ~~adverse effect on our business, consolidated financial condition, results of operations, or~~ **our** ~~cash flows. The execution of future acquisitions or investments in other companies may be limited by the availability of suitable candidates. Additionally, we may not be able to successfully integrate acquired businesses, including Liquibox, without significant use of resources or diversion of~~ management' s attention **may be diverted by** ~~. Acquisitions and non- controlling or equity investments are subject to the availability of suitable candidates or investment opportunities. Business acquisitions~~ - **acquisition** ~~involve numerous risks~~ , **transition or** ~~including difficulty in determining valuation,~~ integration ~~of~~ **activities; • we may have difficulties (1) managing an** acquired ~~operations,~~ **company' s** technologies **or lines of business; (2) entering new markets where we have no** , **or limited** ~~services and products~~ , **direct prior experience or where competitors may have stronger market positions; or (3) retaining** key personnel ~~turnover, and the diversion of management' s attention~~ from ~~other~~ -- **the acquired companies; • an acquisition may not further our** business **strategy as** ~~matters. Ultimately,~~ we ~~may be unable to achieve the~~ expected ~~benefits~~ **, we may not integrate an acquired company or technology as successfully as we expected, we may impose our business practices or alter go- to- market strategies that adversely impact the acquired business or we may overpay for, or otherwise not realize the expected return on our investments, each or all of** which could adversely affect our business ~~and execution of our~~ - **or operating results and potentially cause impairment to assets that we recorded as a part of an acquisition, including intangible assets and goodwill; • our operating results or financial condition may be adversely impacted by (1) claims or liabilities that we assume from an acquired company or technology or that are otherwise related to an acquisition; (2) pre- existing contractual relationships that we assume from an acquired company, the termination or modification of which may be costly or disruptive to our business; and (3) unfavorable revenue recognition or other accounting treatment as a result of an acquired company' s business practices; • we may not realize any anticipated increase in our revenues from an acquisition for a number of reasons, including (1) if a larger than predicted number of customers decline to renew or terminate their contracts with the acquired company; (2) if we are unable to sell the acquired products or service offerings to our customer base; (3) if acquired customers do not elect to purchase our technologies due to differing business practices; or (4) if contract models utilized by an acquired company do not allow us to recognize revenues in a manner that is consistent with our current accounting practices; • we may encounter deficiencies in internal controls at the acquired business, as well as when implementing our own management information systems, operating systems and internal controls for the acquired operations; • our due diligence process may fail to identify significant issues with the acquired business' products, financial disclosures, accounting practices, legal, tax and other contingencies, compliance with local laws and regulations (and interpretations thereof) in the U. S. and multiple international jurisdictions; • additional acquisition- related debt could increase our leverage and potentially negatively affect our credit ratings resulting in more restrictive borrowing terms or increased borrowing costs thereby limiting our ability to borrow; and • inaccuracies in our original estimates and assumptions used to assess a transaction, which may result in us not realizing the expected financial or** ~~strategy~~ **strategic benefits of any such transaction. The occurrence of any of these risks could have a material adverse effect on our business, results of operations, financial condition or cash flows, particularly in the case of a larger acquisition** . As a result of **past** acquisitions, including the Liquibox acquisition, we ~~may~~ **have** ~~record~~ **recorded** a significant amount of goodwill and other identifiable intangible assets and we may never realize the full carrying value of the related assets. As a result of **past** acquisitions, we ~~may~~ **have** ~~record~~ **recorded** a significant amount of goodwill and other identifiable intangible assets, including customer relationships, trademarks and developed technologies. We test goodwill and intangible assets with indefinite useful lives for possible impairment annually during the fourth quarter of each fiscal year or more frequently if events or changes in circumstances indicate that the asset might be impaired. Amortizable intangible assets are reviewed for possible impairment whenever there is evidence that events or changes in circumstances indicate that the carrying value may not be recoverable. In the event that we determine that events or circumstances exist that indicate that the carrying value of goodwill or identifiable intangible assets may no longer be recoverable, we might have to recognize a non- cash impairment of goodwill or other identifiable intangible assets, which could have a material adverse effect on our consolidated financial condition or results of operations. Political and economic instability and risk of government actions affecting our business and our customers or suppliers may adversely impact our business, consolidated financial condition, results of operations, or cash flows. We are exposed to risks inherent in doing business in each of the countries or territories in which we or our customers or suppliers operate including: civil unrest, acts of terrorism, sabotage, epidemics, force majeure, war or other armed conflict and related government actions, including sanctions / embargoes, the deprivation of contract rights, the inability to obtain or retain licenses required by us to operate our plants or import or export our goods or raw materials, the expropriation or nationalization of our assets, and restrictions on travel, payments or the movement of funds. The ongoing conflict between Russia and Ukraine has had and will likely continue to have a negative impact on our operations both within and outside the region. As a result of the conflict and the global response, including the current and potential future sanctions and export controls, our operations may continue to be adversely impacted by, among other things, disruptions to our supply chain and logistics, increases in costs particularly for our raw materials and energy- related costs, and an inability to repatriate income earned in Russia. ~~As of~~ **For the year ended** December 31, ~~2022~~ **2023** , **approximately 1** ~~less than 2~~ % of our consolidated net sales were derived from products sold in Russia ~~and less than 1 % of consolidated net sales were derived from products sold in Ukraine~~ . While our industry is not currently the primary target of sanctions or export controls, the evolution and potential escalation of the conflict and actions taken by governments in response to such conflict, and the consequences, economic or otherwise, are unpredictable. Geopolitical events, including the ongoing conflict between Russia and Ukraine **, the existing or potential increased hostilities in the Middle East and the increasing tensions between China and Taiwan** , may have a negative impact on the global industrial macro- economic environment and could materially adversely impact our consolidated financial condition, results of operations, or cash flows **. We may be unable to successfully execute on our growth initiatives, business strategies or operating plans. We may not be able to fully implement our business strategy to realize, in whole or in part within the expected time frame, the anticipated benefits of our growth and other initiatives. Our various business strategies and initiatives are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. As our business environment changes, we have adjusted and may need to further adjust our business strategies or restructure our operations or particular businesses. Over time, we have implemented a number of restructuring programs, including various cost savings and reorganization initiatives. Currently the Company is in the midst of the CTO2Grow Program. We have made certain assumptions in estimating the anticipated savings we expect to achieve under such programs, which include the estimated savings from the elimination of certain headcount and the consolidation of facilities. We have also made assumptions on the expected cash spend to achieve the anticipated savings. These assumptions may turn out to be incorrect due to a variety of factors. In addition, our ability to realize and sustain the expected benefits from these programs is subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. If we are unsuccessful in implementing these programs, do not achieve our expected results or are unable to maintain the savings on a long- term basis, our consolidated results of operations and cash flows could be adversely affected or our business operations could be disrupted** . If we are not able to protect our trade secrets or maintain our trademarks, patents and other intellectual property, we may not be able to prevent competitors from developing similar products or from marketing their products in a manner that capitalizes on our trademarks, and this loss of a competitive advantage may adversely impact our business, consolidated financial condition, results of operations, or cash flows. Our ability to compete effectively with other companies depends, in part, on our ability to maintain the proprietary nature of our owned and licensed intellectual property. If we were unable to maintain the proprietary nature of our intellectual property and our significant current or future products, the resulting loss of associated competitive advantage could lead to decreased sales or increased operating costs, either of which could have a material adverse effect on our business, consolidated financial condition or results of operations. We rely on trade secrets to maintain our competitive position, including protecting the formulation and manufacturing techniques of many of our products. As such, we have not sought U. S. or international patent protection for some of our principal product formulas and manufacturing processes. Accordingly, we may not be able to prevent others from developing products that are similar to or competitive with our products. We own a large number of patents and pending patent applications on our products, aspects thereof, methods of use and / or methods of manufacturing. There is a risk that our patents may not provide meaningful protection and patents may never be issued for our pending patent applications. We own, or have licenses to use, all of the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our major products both in the U. S. and in other countries / territories where our products are principally sold. Trademark and trade name protection is important to our business. Although most of our trademarks are registered in the U. S. and in the foreign countries / territories in which we operate, we may not be successful in asserting trademark or trade name protection. In addition, the laws of some foreign countries / territories may not protect our intellectual property rights to the same extent as the laws of the U. S. The costs required to protect our trademarks and trade names may be substantial. We cannot be certain that we will be able to assert these intellectual property rights successfully in the future or that they will not be invalidated, circumvented or challenged. Other parties may infringe on our intellectual property rights and may thereby dilute the value of our intellectual property in the marketplace. Third parties, including competitors, may assert intellectual property infringement or invalidity claims against us that could be upheld. Intellectual property litigation, which could result in substantial cost to and diversion of effort by us, may be necessary to protect our trade secrets or proprietary technology or for us to defend against claimed infringement of the rights of others and to determine the scope and validity of others' proprietary rights. We may not prevail in any such litigation, and if we are unsuccessful, we may not be able to obtain any necessary licenses on reasonable terms or at all. Any failure by us to protect our trademarks and other intellectual property rights may have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows ~~and other outbreaks~~ **The COVID- 19 pandemic** could adversely impact the health and safety of our employees,our business continuity,consolidated financial condition,results of operations,or cash flows. ~~Health epidemics,~~ **The COVID- 19** ~~pandemics~~ - **pandemic** and ~~other~~ -- **the** ~~outbreaks,such as~~ **related containment and mitigation measures that have been put into place across** the **globe** ~~COVID- 19 pandemic~~ ,have had and may continue to have adverse impact on the global economy and our business.We and some of our customers have experienced in the past,and could face in the future,facility shutdowns or reductions in operations due to **the** ~~pandemics~~ - **pandemic** ~~or~~ **and** ~~other~~ -- **the** ~~health events and~~ adverse ~~impacts~~ - **impact** to staffing levels in our operations. ~~These~~ -- **The** ~~health events had~~ **COVID- 19 pandemic has** and may result in future supply chain and operational disruptions such as the availability and transportation of raw materials or the ability for our packaging and equipment specialists to visit customer facilities.Unpredictable disruptions to the Company’ s operations or our customers’ operations could reduce our future revenues and negatively impact the Company’ s financial condition.In addition,economic and market volatility due to **the COVID- 19** ~~pandemics~~ - **pandemic** ~~and other outbreaks~~ may negatively impact consumer buying habits,which could adversely affect the Company’ s financial results.The extent to which our operations may be impacted ~~in the future~~ by ~~health epidemics,~~ **the COVID- 19** ~~pandemics~~ - **pandemic** ~~and~~ **in** ~~other~~ -- **the future** ~~outbreaks,including the COVID- 19 pandemic,~~ will depend largely on continued developments,which are highly uncertain and cannot be accurately predicted,including new information which may emerge concerning the severity of the outbreak,including new variants of the virus,and actions by government authorities to contain the outbreak or treat its impact,including the effectiveness and distribution of vaccines **.** . Operational Risks Raw material pricing, including how our selling prices reflect the cost of raw materials, availability and allocation by suppliers as well as energy- related costs may negatively impact our results of operations, including our profit margins. We use petrochemical- based raw materials to manufacture many of our products. The prices for these raw materials are cyclical and increases in market demand or fluctuations in the global trade for petrochemical- based raw materials and energy could increase our costs ~~, such as those experienced during 2022~~ . While historically we have been able to successfully manage the impact of higher raw material costs by increasing our selling prices, if we were unable to minimize the effects of increased raw material costs through sourcing, pricing or other actions, our business, consolidated financial condition or results of operations may be materially adversely affected. A portion of our sales prices, specifically within Food' s North American and APAC business, is determined using formula based pricing which reflects changes in underlying raw material indices. On average, formula based pricing lags raw material cost movement by approximately six months. We may experience a benefit (when resin prices decrease) or detriment (when resin prices increase) to our cost of sales before those price changes are reflected in our selling prices. As such, trends in raw material pricing may have a negative impact on future profit margins. Our reliance on some sole- source suppliers, and / or the lack of availability of supplies, including equipment components, could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. Natural disasters, such as a hurricane, tornado, earthquake or other severe weather event, as well as political instability and terrorist activities, may negatively impact the production or delivery capabilities of refineries and natural gas and petrochemical suppliers and suppliers of other raw materials in the future. These factors could lead to increased prices for our raw materials, curtailment of supplies, allocation of raw materials, and other force majeure events of our suppliers and harm relations with our customers which could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. ~~Unfavorable customer responses to price increases could have a material adverse impact on our sales and earnings. From time to time, and especially in periods of rising raw material costs, we increase the prices of our products. For example, throughout 2022, the Company enacted pricing actions, which included price increases across our portfolio. Significant price increases could impact our earnings depending on, among other factors, the pricing by competitors of similar products and the response by the customers to higher prices. Such price increases may result in lower volume of sales and a subsequent decrease in gross margin and adversely impact our results of operations.~~ Demand for our products could be adversely affected by changes in consumer preferences or if we are not able to innovate and bring new products to market. Our sales depend heavily on the volumes of sales by our customers in food processing and service industries, the industrial manufacturing and electronics sectors, and e- commerce. Consumer preferences for food and durable goods packaging can influence our sales. Consumer preferences for fresh and unpackaged foods and the global e- commerce and industrial market change over time. Changes in consumer behavior, including changes driven by cost, availability, durability, sustainability, innovation, or various health or environmental- related concerns and perceptions, could negatively impact demand for our products. Innovation, particularly related to our ~~automation,~~ sustainability ~~and digital~~ offerings, is key to our strategy. Our performance and prospects for future growth could be adversely affected if new products do not meet sales or margin expectations and we are not able to meet our innovation ~~rate~~ goals. Our customers' preferences continue to trend towards sustainable ~~and automated~~ packaging solutions. **Our** ~~We believe that we are well positioned to offer these solutions to our customers, but our~~ success is dependent on continued innovation in sustainability and our ability to bring new products to market in an efficient manner. Our competitive advantage is due in part to our ability to develop and introduce new and sustainable products in a timely manner at favorable margins. The development and ~~introduction~~ **commercialization** cycle of new products can be lengthy and involve high levels of investment. New products may not meet sales or margin expectations due to many factors, including our inability to (i) accurately predict demand, end- user preferences and evolving industry and regulatory standards; (ii) resolve technical and technological challenges in a timely and cost- effective manner; or (iii) achieve manufacturing efficiencies. **Unfavorable customer responses to price increases could have a material adverse impact on our sales and earnings. From time to time, and especially in periods of rising raw material costs, we increase the prices of our products. Significant price increases could impact our earnings depending on, among other factors, the pricing by competitors of similar products and the response by customers to higher prices. Such price increases may result in lower sales volume and a subsequent decrease in gross margin and adversely impact our results of operations.** Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of third parties with which we do business, could have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows. We **, like other global companies,** are subject to an increasing number of **cybersecurity** ~~information technology vulnerabilities,~~ threats ~~and targeted computer crimes~~ which pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyberattacks or security breaches of our networks or systems, or networks or systems of our customers and key vendors, could result in the loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensatory costs, and additional compliance costs, any of which could materially adversely affect our business, consolidated financial condition and results of operations. In addition, geopolitical tensions and instability may heighten our risk ~~to~~ **of** cybersecurity incidents. To mitigate these threats to our business, we maintain a cybersecurity program aligned with industry frameworks designed to protect, detect, and respond to internal and external threats. **For additional discussion of our cybersecurity risk management, strategy, and governance, see Part I, Item 1C.," Cybersecurity," below.** While we have experienced, and expect to continue to experience, **occasional** attacks attempting to breach the security of our network and systems, none have resulted in a breach with material impact or any penalties or settlement for the three years ended December 31, ~~2022~~ **2023** . We also maintain and have access to sensitive, confidential or personal data or information in certain of our businesses that is subject to privacy and security laws, regulations and customer controls. Despite our **continued** efforts to protect such sensitive, confidential or personal data or information, our facilities and systems and those of our customers and third- party service providers may be vulnerable to security breaches, theft, misplaced or lost data, programming and / or human errors that could lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, software solutions or networks, unauthorized access, use, disclosure, modification or destruction of information, defective products, production downtimes and operational disruptions, which in turn could adversely affect our business, consolidated financial condition, results of operations, or cash flows. The regulatory environment surrounding cybersecurity and data privacy is increasingly demanding, with new and changing regulations. We could be required to expend additional resources **, which could be material,** to comply with any such regulations, and failure to comply could subject us to significant penalties or claims. **If we are unable to successfully manage leadership transition, our consolidated financial condition or results of operations may be adversely affected, or we may not be able to execute our strategies. Leadership transitions can be inherently difficult to manage, and failure to timely or successfully implement transitions may cause disruption to our Company. The execution and success of our business plan and strategy depends largely on the efforts and abilities of our management team. Changes in our organization as a result of executive management transition may have a disruptive impact on our ability to implement our strategy and could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. If we are unable to retain key employees and other personnel, our consolidated financial condition or results of operations may be adversely affected or we may not be able to execute our strategies. The execution and success of our strategy depends largely on the efforts and abilities of our management team and other key personnel. Their experience and industry contacts significantly benefit us, and we need their expertise to execute our business strategies. If any such employee were to cease working for us and we were unable to replace them, our business, consolidated financial condition, results of operations, or cash flows may be materially adversely affected.** Supply chain disruptions related to the transport of raw materials **, components** and / or finished goods may delay the timing of when we are able to manufacture our product or serve our customers, which could adversely affect our business, consolidated financial condition, results of operations, or cash flows. We rely on third- party logistics suppliers for the distribution and transportation of raw materials, **components,** operating supplies and products. Delays, fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure may adversely impact our ability to manufacture and distribute products. The Company may also incur higher tariffs and duties to obtain materials from suboptimized sourcing locations. Additionally, transportation costs may increase as freight carriers raise prices to address the overall market conditions. There is no guarantee that we will be able to recover any past or future increases in transportation costs. While we have a geographically diverse international presence and are situated in close proximity to many significant customers, ~~continued~~ **future** supply chain disruptions related to the transport of raw materials and / or finished goods could adversely affect **our business,consolidated financial condition,results of operations,or cash flows.** A major loss of or disruption in our manufacturing and distribution operations or our information systems and telecommunication resources could adversely affect our business,consolidated financial condition,results of operations,or cash flows.If we were to experience a natural disaster,such as a hurricane,tornado,earthquake or other severe weather event,a casualty loss from an event such as a fire or flood,at one of our larger strategic facilities,or experience adverse impacts,such as plant shutdowns or travel restrictions due to regional or global human health related illness or if such events were to affect a key supplier,our supply chain or our information systems and telecommunication resources,then there could be a material adverse effect on our consolidated financial condition or results of operations.We are dependent on internal and third- party information technology networks and systems,including the Internet,to process,transmit and store electronic information.In particular,we depend on our information technology infrastructure for fulfilling and invoicing customer orders,applying cash receipts,and placing purchase orders with suppliers,making cash disbursements,and conducting ~~digital~~ marketing activities,data processing and electronic communications among business locations.We also depend on telecommunication systems for communications between company personnel and our customers and suppliers.Future system disruptions,security breaches or shutdowns could significantly disrupt our operations or result in lost or misappropriated information and may have a material adverse effect on ~~our business,consolidated financial condition,results of operations,or cash flows~~ our business, consolidated financial condition, results of operations, or cash flows. Large- scale animal health issues as well as other health issues affecting the food industry and disruptive forces of nature, including those resulting from climate change, such as significant regional droughts, prolonged severe weather conditions, floods, and natural disasters, may lead to decreased revenues. We manufacture and sell food packaging products, among other products. Various forces of nature affecting the food industry have in the past and may in the future have a negative effect on the sales of food packaging products. Outbreaks of animal diseases may lead governments to restrict exports and imports of potentially affected animals and food products, leading to decreased demand for our products and possibly also to the culling or slaughter of significant numbers of the animal population otherwise intended for food supply. Other disruptive forces of nature such as droughts, floods and other severe weather can lead to agricultural market disruptions resulting in reduced herd size or modifications to the traditional herd cycles which could affect supply or demand for our products. Also, consumers may change their eating habits as a result of perceived problems with certain types of food. These factors may lead to reduced sales of food packaging products, which could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. A major loss of or disruption in...... flows may be materially adversely affected. We could experience disruptions in operations and / or increased labor costs. We depend on the skills, working relationships, and continued services of employees, including our direct manufacturing employees. The labor market in many geographic regions, including the U. S., is becoming increasingly competitive. Higher turnover may lead to reductions in operational efficiencies. Additionally, in Europe and Latin America, **many** ~~the majority~~ of our employees are represented by either labor unions or workers' councils and are covered by collective bargaining agreements that are generally renewable on an annual basis. As is the case with any negotiation, we may not be able to negotiate acceptable new collective bargaining agreements, which could result in strikes or work stoppages by affected workers. Renewal of collective bargaining agreements could also result in higher wages or benefits paid to union members. A shortage in the labor pool and other general inflationary pressures or changes, the results of our labor negotiations and changes to applicable laws and regulations could increase labor costs, or cause a disruption in operations, which could materially adversely affect our business. Legal, Regulatory and Compliance Risks **Regulations on recycling or environmental sustainability could adversely impact our business. A number of governmental authorities, both in the U. S. and abroad, have adopted or are considering legislation aimed at reducing the amount of plastic waste. Such legislation included banning or restricting the use of certain materials in packaging products (such as polyvinylidene chloride), mandating certain rates of recycling and / or the use of recycled materials, imposing deposits or taxes on plastic packaging materials, requiring retailers or manufacturers to take back packaging used for their products, and establishing other Extended Producer Responsibility requirements for plastic packaging manufacturers. Such legislation, as well as voluntary initiatives, aimed at reducing the level of plastic wastes could, among other things, reduce the demand for certain plastic packaging products, force the adoption of alternative materials, limit the availability of certain raw materials, and result in greater costs for manufacturers of plastic packaging products. If we are unable to successfully manage these risks, our business, financial condition and results of operations could be materially and adversely affected. Multiple U. S. states have passed laws regulating the use of PFAS in food packaging materials. In addition, the EU, Australia, and Canada have either passed laws or expressed intent to regulate PFAS in packaging materials. Currently, we are in compliance with U. S. regulations and have reformulated certain of our U. S. food packaging products to be in compliance with anticipated regulations. We are continuing the effort to extend those actions to product formulations in other regions to comply with future requirements. To the best of our knowledge, we are in compliance with all current global regulations regarding the use of PFAS. If the regulations extend to non- food products, there may be risks (such as additional costs) associated with the manufacture and use of those products. As countries progress towards long- term environmental stewardship goals, we expect laws and tax policy to continue to advance in this regard. We have established processes and internal goals related to operating efficiency in matters such as greenhouse gas emissions, energy usage, and water consumption. There is no guarantee these internal goals will be as comprehensive as future legislation in the jurisdictions in which we operate.** We are the subject of various legal proceedings, and may be subject to future claims and litigation, that could have a material adverse effect on our business, results of operations or cash flows. We are involved from time to time in various legal proceedings. Litigation, in general, and securities, derivative actions and class action litigation, in particular, can be expensive and disruptive. Some of these proceedings may involve parties seeking large and / or indeterminate amounts, including punitive or exemplary damages, and may remain unresolved for several years. Litigation and other adverse legal proceedings could have a material adverse effect our businesses, operating results and / or cash flows because of reputational harm to us caused by such proceedings, the cost of defending such proceedings, the cost of settlement or judgments against us or the changes in our operations that could result from such proceedings. Although we maintain legal liability insurance coverage, potential litigation **claims could be excluded or exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage. Product liability claims or regulatory actions could adversely affect our financial results or harm our reputation or the value of our brands. Claims for losses or injuries purportedly caused by some of our products arise in the ordinary course of our business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity that could harm our reputation in the marketplace or adversely impact the value of our brands or our ability to sell our products in certain jurisdictions. We could also be required to recall possibly defective products, or voluntarily do so, which could result in adverse publicity and significant expenses. Although we maintain product liability insurance coverage, potential product liability** claims could be excluded or exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage. Our operations are subject to a variety of environmental and other laws that expose us to regulatory scrutiny, potential financial liability and increased operating costs. Our operations are subject to a number of federal, state, local and foreign environmental, health and safety laws and regulations that govern, among other things, the manufacture of our products, handling, transportation, storage and disposal of hazardous materials, and the discharge of pollutants into the air, soil and water along with similar legislation aimed at addressing climate change issues. Many jurisdictions require us to have operating permits for our production and warehouse facilities and operations. Any failure to obtain, maintain or comply with the terms of these permits could result in fines or penalties, revocation or nonrenewal of our permits, or orders to cease certain operations, and may have a material adverse effect on our business, financial condition, results of operations, or cash flows. We generate, use and dispose of hazardous materials in our manufacturing processes. In the event our operations result in the release of hazardous materials into the environment, we may become responsible for the costs associated with the investigation and remediation of sites at which we have released pollutants, or sites where we have disposed or arranged for the disposal of hazardous wastes, even if we fully complied with applicable environmental laws at the time of disposal. We have been, and may continue to be, responsible for the cost of remediation at some locations. We are also subject to various federal, state, local and foreign laws and regulations that regulate products manufactured and sold by us for controlling microbial growth on humans, animals and processed foods. In the U. S., these requirements are generally administered by the FDA. We maintain programs designed to comply with these laws and regulations and to monitor their evolution. To date, the cost of complying with product registration requirements and FDA compliance has not had a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows. ~~As countries progress towards long- term environmental stewardship goals, we expect laws and tax policy to continue to advance. SEE has processes in place and internal goals related to operating efficiency in matters such as greenhouse gas emissions, energy usage, and water consumption. There is no guarantee these internal goals will be more restrictive than future legislation in the jurisdictions in which we operate. Additionally, some of SEE' s materials or products became subject to a tax on certain plastics or plastic components, which went into effect in 2022 in jurisdictions such as the UK and the U. S. and is expected to go into effect in other European countries in 2023. There is no guarantee that we will be able to recover the impact of plastic taxes from our customers. We maintain programs designed to comply with laws and regulations and to monitor their evolution.~~ We cannot predict with reasonable certainty the future cost to us of environmental compliance, product registration, or ~~environmental remediation~~ **other regulatory requirements** . Environmental laws **and other regulatory requirements** have become more stringent and complex over time. Our environmental costs and operating expenses will be subject to evolving regulatory requirements and will depend on the scope and timing of the effectiveness of requirements in ~~these~~ various jurisdictions. As a result of such requirements, we may be subject to an increased regulatory burden ~~, and we expect significant future environmental compliance obligations in our operations~~ . Increased compliance costs, increasing risks and penalties associated with violations, or our inability to market some of our products in certain jurisdictions may have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows. ~~Product liability claims~~ **We are subject to taxation and tax audits or investigations in multiple jurisdictions. As a result, any adverse development in the tax laws of any of these jurisdictions or any disagreement by the tax authorities with** ~~or~~ **our** ~~regulatory actions~~ **tax positions** could ~~can be no assurance that it will be resolved in the Company' s favor.The matter has been submitted to the IRS Independent Office of Appeals for review of the proposed disallowance.An unfavorable resolution of this matter could~~ have a material adverse effect on our ~~consolidated financial condition and results of operations,or cash flows.See Note 20," Commitments and Contingencies," for further details.We are subject to taxation and tax controversies in multiple jurisdictions.As a result,any adverse development in the tax laws of any of these jurisdictions or any disagreement by the tax authorities with our tax positions could have a material adverse effect on our~~ business,consolidated financial condition,results of operations,or cash flows.We are subject to taxation in,and to the tax laws and regulations of,multiple jurisdictions as a result of the international scope of our operations and our corporate and financing structure.Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied.There are various jurisdictions in which we operate which are actively considering changes to existing tax laws,that,if enacted,could increase our tax obligations in countries where we do business. **In particular,the OECD (the" Organization for Economic Co- operation and Development") has proposed a global minimum tax of 15 % of reported profits (Pillar Two) that has been agreed upon in principle by over 140 countries.During 2023,many countries took steps to incorporate Pillar Two model rule concepts into their domestic laws.Although the model rules provide a framework for applying the minimum tax,countries may enact Pillar Two slightly differently than the model rules and on different timelines and may adjust domestic tax incentives in response to Pillar Two.** Additional changes in tax laws **,as a result of Pillar Two or otherwise,** could increase our overall taxes and our business,consolidated financial condition or results of operations could be adversely ~~affect~~ **affected in a material way. We are also subject to tax audits** ~~our~~ - **or** ~~financial~~ **investigations in various jurisdictions that can result in assessments against us and the tax authorities in any applicable jurisdiction, including the U. S., may disagree with the positions we have taken or intend to take regarding the tax treatment or characterization of any of our transactions. Successful challenge by the tax authorities of the tax treatment or characterization of any of our transactions, or developments in an audit, investigation, or other tax dispute can have a material effect on our operating** results or ~~harm~~ **cash flows in the period** ~~our~~ - **or periods** ~~reputation or the value of our brands. Claims for losses or injuries purportedly caused by some of our products arise~~ in **which** ~~the ordinary course of our business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity~~ that **development occurs** ~~could harm our reputation in the marketplace or adversely impact the value of our brands or our ability to sell our products in certain jurisdictions~~ . We **regularly assess the likelihood of an** ~~could also be required to recall possibly defective products, or voluntarily do so, which could result in~~ adverse ~~publicity and significant expenses~~ **outcome resulting from these proceedings to determine the adequacy of our tax accruals** . Although we ~~maintain product liability insurance coverage~~ **believe our tax estimates are reasonable** , ~~potential product liability claims~~ **the final outcome of audits, investigations, and any other tax controversies** could be ~~excluded~~ **materially different from** ~~or~~ **our historical accruals** ~~exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage~~ . Future changes in global trade policies and regulations, as well as overall uncertainty surrounding international trade relations, could have a material adverse effect our consolidated financial condition, results of operations, or cash flows. Future changes in global trade policies and regulations, including tariffs on products we import and export, could have an adverse impact on our business. Additionally, future trade policies and regulations are due in part to international relations and other geopolitical factors outside of our control. In order to mitigate the impact of these trade- related increases on our costs of products sold, we may increase prices in certain markets and, over the longer term, make changes in our supply chain and, potentially, our global manufacturing strategy. Implementing price increases may cause our customers to find alternative sources for their products. We may be unable to successfully pass along these costs through price increases; adjust our supply chain without incurring significant costs; or locate alternative suppliers for raw materials or finished goods at acceptable costs or in a timely manner. Our inability to effectively manage the negative impacts of changing U. S. and foreign trade policies could materially adversely impact our consolidated financial condition, results of operations, or cash flows . The U. S. Internal...... be materially different from our historical accruals . Although the Settlement agreement (as defined below) has been implemented and we have been released from the various asbestos- related, fraudulent transfer, successor liability, and indemnification claims made against us arising from a 1998 transaction with Grace (as defined below), if the courts were to refuse to enforce the injunctions or releases contained in the Plan (as defined below) and the Settlement agreement with respect to any claims and if Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition and results of operations. We were also a defendant in a number of asbestos- related actions in Canada arising from Grace' s activities in Canada prior to the 1998 transaction. On March 31, 1998, we completed a multi- step transaction (the " Cryovac transaction ") involving W. R. Grace & Co. (" Grace ") which brought the Cryovac packaging business and the former Sealed Air' s business under the common ownership of the Company. As part of that transaction, Grace and its subsidiaries retained all liabilities arising out of their operations before the Cryovac transaction (including asbestos- related liabilities), other than liabilities relating to Cryovac' s operations, and agreed to indemnify the Company with respect to such retained liabilities. Beginning in 2000, we were served with a number of lawsuits alleging that the Cryovac transaction was a fraudulent transfer or gave rise to successor liability or both, and that as a result we were responsible for alleged asbestos liabilities of Grace and its subsidiaries. On April 2, 2001, Grace and a number of its subsidiaries filed petitions for reorganization under Chapter 11 of the U. S. Bankruptcy Code in the U. S. Bankruptcy Court for the District of Delaware (the " Bankruptcy Court "). In connection with Grace' s Chapter 11 case, the Bankruptcy Court issued orders staying all asbestos actions against the Company (the " Preliminary Injunction ") but granted the official committees appointed to represent asbestos claimants in Grace' s Chapter 11 case (the " Committees ") permission to pursue fraudulent transfer, successor liability, and other claims against the Company and its subsidiary Cryovac, Inc. based upon the Cryovac transaction. In November 2002, we reached an agreement in principle with the Committees to resolve all current and future asbestos- related claims made against us and our affiliates, as well as indemnification claims by Fresenius Medical Care Holdings, Inc. and affiliated companies, in each case, in connection with the Cryovac transaction (as memorialized by the parties and approved by the Bankruptcy Court, the " Settlement agreement "). A definitive Settlement agreement was entered into as of November 10, 2003 consistent with the terms of the agreement in principle. On June 27, 2005, the Bankruptcy Court approved the Settlement agreement and the Settlement agreement was subsequently incorporated into the plan of reorganization for Grace filed in September 2008 (as filed and amended from time to time, the" Plan"). Subsequently, the Bankruptcy Court (in January and February 2011) and the United States District Court for the District of Delaware (in January and June 2012) entered orders confirming Grace' s plan of reorganization in its entirety. On February 3, 2014 (the " Effective Date "), in accordance with the Plan, Grace emerged from bankruptcy. In accordance with the Plan and the Settlement agreement, on the Effective Date, Cryovac, Inc. made aggregate cash payments in the amount of $ 929. 7 million to the WRG Asbestos PI Trust (the " PI Trust ") and the WRG Asbestos PD Trust (the " PD Trust ") and transferred 18 million shares of Sealed Air common stock to the PI Trust. Among other things, the Plan incorporated and implemented the Settlement agreement and provided for the establishment of two asbestos trusts under Section 524 (g) of the U. S. Bankruptcy Code to which present and future asbestos- related personal injury and property damage claims are channeled. The Plan also provided injunctions and releases with respect to asbestos claims and certain other claims for our benefit. In addition, under the Plan and the Settlement agreement, Grace is required to indemnify us with respect to asbestos and certain other liabilities. Notwithstanding the foregoing, and although we believe the possibility to be remote, if any courts were to refuse to enforce the injunctions or releases contained in the Plan and the Settlement agreement with respect to any claims, and if, in addition, Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition, results of operations, profitability or cash flows. Financial Risks Fluctuations between foreign currencies and the U. S. dollar could materially impact our consolidated financial condition or results of operations. Approximately ~~46~~ **47** % of our net sales in ~~2022~~ **2023** were generated outside the U. S. We translate sales and other results denominated in foreign currency into U. S. dollars for our Consolidated Financial Statements. As a result, the Company is exposed to currency fluctuations both in receiving cash from its international operations and in translating its financial results into U. S. dollars. During periods of a strengthening U. S. dollar, our reported international sales and net earnings could be reduced because foreign currencies may translate into fewer U. S. dollars. Foreign exchange rates can also impact the competitiveness of products produced in certain jurisdictions and exported for sale into other jurisdictions. These changes may impact the value received for the sale of our goods versus those of our competitors. The Company cannot predict the effects of exchange rate fluctuations on its future operating results. As exchange rates vary, the Company' s results of operations and profitability may be adversely impacted. While we use financial instruments to hedge certain foreign currency exposures, this does not insulate us completely from foreign currency effects and exposes us to counterparty credit risk for non- performance. See Note 15, " Derivatives and Hedging Activities, " ~~of the Notes~~ **for additional information** . Such hedging activities may be ineffective or may not offset more than a portion of the adverse financial effect resulting from foreign currency variations. The gains or losses associated with hedging activities may negatively impact the Company' s results of operations. In all jurisdictions in which we operate, we are also subject to laws and regulations that govern foreign investment, foreign trade and currency exchange transactions. These laws and regulations may limit our ability to repatriate cash as dividends or otherwise to the U. S. and may limit our ability to convert foreign currency cash flows into U. S. dollars. We have recognized foreign exchange losses related to the currency devaluations in Argentina and its designation as a highly inflationary economy under U. S. GAAP. See Note 2, " Summary of Significant Accounting Policies and Recently Issued Accounting Standards, " for additional information. The impact of our tax expense on...... expense, assets, and liabilities. We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on time or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing ~~the~~ **our** senior secured credit facilities, the indentures that govern our senior notes and the agreements covering our accounts receivable securitization programs restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which are not guarantors of our indebtedness. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of our indebtedness, our subsidiaries do not have any obligation to pay amounts due on indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. The ~~indenture~~ **indentures** governing certain of our senior notes and the credit agreement governing the senior secured credit facilities limit the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us. These limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our consolidated financial condition, results of operations, or cash flows. If we cannot make scheduled payments on our debt, we will be in default, our note holders and lenders could accelerate the repayment of our borrowings, the lenders could terminate their commitments to loan money and / or foreclose against the assets securing the borrowings, and we could be forced into bankruptcy or liquidation. The terms of our ~~credit agreement governing our~~ senior secured credit facilities, our accounts receivable securitization programs, our supply chain financing programs, and ~~the indentures governing~~ our senior notes **indentures** may restrict our current and future operations, particularly our ability to respond to changes in market conditions or to take certain actions. **Our** ~~The indentures governing our senior notes, the credit agreement governing our~~ senior secured credit facilities ~~and~~ **,** our accounts receivable securitization programs **and our senior notes indentures** contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long- term best interest, including restrictions on our ability to: • incur additional indebtedness; • pay dividends or make other distributions or repurchase or redeem capital stock; • prepay, redeem or repurchase certain debt; • make loans and investments; • sell assets; • incur liens; • enter into transactions with affiliates; • alter the businesses we conduct; • enter into agreements restricting our subsidiaries' ability to pay dividends; and • consolidate, merge or sell all or substantially all of our assets. In addition, the restrictive covenants in ~~the credit agreement governing~~ our senior credit facilities require us to maintain a specified net leverage ratio. Our ability to meet this financial ratio can be affected by events beyond our control. A breach of the covenants under ~~the indentures governing~~ our senior notes **indentures** or under ~~the credit agreement governing~~ our senior secured credit facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies. In addition, an event of default under ~~the credit agreement governing~~ our senior secured credit facilities would permit the lenders under our senior secured credit facilities to terminate all commitments to extend further credit under those facilities. Furthermore, if we were unable to repay the amounts due and payable under our senior secured credit facilities **or our senior secured notes** , those lenders **or note holders** could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or note holders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be: • limited in how we conduct our business; • unable to respond to changing market conditions; • unable to raise additional debt or equity financing to operate during general economic or business downturns or to repay other indebtedness when it becomes due; or • unable to compete effectively or to take advantage of new business opportunities. In addition, amounts available under our accounts receivable securitization programs and / or utilization of our supply chain financing programs can be impacted by a number of factors, including but not limited to our credit ratings, accounts receivable or payable balances, the creditworthiness of us or our customers, our receivables collection experience and / or our trade payable payment history. Additionally, if our credit ratings were to be downgraded, particularly our ~~Corporate~~ **corporate** ~~Rating~~ **rating** , there could be a negative impact on our ability to access capital markets and borrowing costs could increase. Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our senior secured credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed will remain the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of December 31, ~~2022~~ **2023** , we had $ ~~508~~ **1, 058** million of long- term borrowings under our senior secured credit facilities at variable interest rates. A 1 / 8 % increase or decrease in the assumed interest rates on the senior secured credit facilities would result in a $ ~~0~~ **1** . ~~6~~ **3** million increase or decrease in annual interest expense. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk ~~.~~The impact of our tax expense on operating results or cash flows can change materially as a result of changes in our geographic mix of U.S.and foreign earnings and other factors,including changes in tax laws and changes made by regulatory authorities.Our tax expense and liabilities are affected by a number of factors,such as changes in our business operations,acquisitions,investments,entry into new businesses and geographies,intercompany transactions,the relative amount of our foreign earnings,losses incurred in jurisdictions for which we are not able to realize related tax benefits,the applicability of special or extraterritorial tax regimes,changes in foreign currency exchange rates,the level of interest expense we incur,changes in our stock price,changes to our forecasts of income and loss and the mix of jurisdictions to which they relate,and changes in our tax assets and liabilities and their valuation.In the ordinary course of our business,there are many transactions and calculations for which the ultimate tax determination is uncertain.Significant judgment is required in evaluating and estimating our tax expense,assets,and liabilities **.** . The full realization of our deferred tax assets may be affected by a number of factors, including future earnings and the feasibility of on-going planning strategies. We have deferred tax assets including state and foreign net operating loss carryforwards, accruals not yet deductible for tax purposes, employee benefit items and other items. We have established valuation allowances to reduce the deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize the deferred tax assets depends in part upon our ability to generate future taxable income within each respective jurisdiction during the periods in which these temporary differences reverse or our ability to carryback any losses created by the deduction of these temporary differences. We expect to realize the assets over an extended period. If we are unable to generate sufficient future taxable income in the U. S. and / or certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Our effective tax rate would increase if we were required to increase our valuation allowances against our deferred tax assets. Disruption and volatility of the financial and credit markets could affect our external liquidity sources. Our principal sources of liquidity are accumulated cash and cash equivalents, short- term investments, cash flow from operations and amounts available under our lines of credit, including our senior secured credit facilities, and our accounts receivable securitization programs. We may be unable to refinance any of our indebtedness, including our senior notes, our accounts receivable securitization programs and our senior secured credit facilities, on commercially reasonable terms or at all. Additionally, conditions in financial markets could affect financial institutions with which we have relationships and could result in adverse effects on our ability to utilize fully our committed borrowing facilities. For example, a lender under the senior secured credit facilities may be unwilling or unable to fund a borrowing request, and we may not be able to replace such lender. Our insurance policies may not cover all operating risks and a casualty loss beyond the limits of our coverage could materially and adversely impact our business. Our business is subject to operating hazards and risks relating to handling, storing, transporting and use of the products we sell. We maintain insurance policies in amounts and with coverage and deductibles that we believe are reasonable and prudent. Nevertheless, our insurance coverage may not be adequate to protect us from all liabilities and expenses that may arise from claims for personal injury or death or property damage arising in the ordinary course of business, and our current levels of insurance may not be maintained or available in the future at economical prices. If a significant liability claim is brought against us that is not adequately covered by insurance, we may have to pay the claim with our own funds, which could have a material adverse effect on our business, consolidated financial condition, results of operations, or cash flows.