**Risk Factors Comparison 2024-03-15 to 2023-03-16 Form: 10-K**

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

In your evaluation of the Company and business, you should carefully consider the risks and uncertainties as described below, together with the information included elsewhere in this Annual Report on Form 10- K and other documents we file with the SEC. These factors, as well as additional risks and uncertainties not currently known to us or that we currently believe are immaterial, may currently have, or may have, a significant impact on our business, operating results or financial condition. Actual results could differ materially from those projected in the forward- looking statements contained in this Form 10- K as a result of the risk factors discussed below and elsewhere in this Form 10- K. Business and Operational Risks ~~If~~ **Our business could be negatively affected by cyber** ~~our~~ - **or other information** security **breaches, threats** ~~measures or those of our~~ - **or** ~~third- party data center hosting facilities~~ **other disruptions. We routinely experience cybersecurity threats** , **threats to** ~~cloud computing platform providers or~~ **our** ~~third- party service~~ **information technology infrastructure and attempts to gain access to our sensitive information, as do our customers, suppliers, subcontractors and joint venture** partners **. We may experience similar security threats at customer sites that we operate and manage as** ~~are inadequate, or if the underlying infrastructure of the internet is breached, or if unauthorized access to~~ a **contractual requirement** ~~customer' s data or our data or our IT systems is obtained, or if authorized access to our customer' s data or our data or our IT systems is blocked or disabled, our services may be perceived as not being secure, customers may curtail or stop using our services, and we may incur significant reputational harm, legal exposure and liabilities, or a negative financial impact~~ . ~~Our services sometimes involve the storage~~ **The threats we face vary from attacks common to most industries to more advanced** and **persistent** ~~transmission of our customers' and our customers' customers' proprietary and other sensitive data~~ , ~~including financial information and personally identifiable~~ **highly organized adversaries who target us because we protect national security** information. While we have security measures in place to protect our **data, the data of our** customers ~~and our~~ - **or** ~~customers' customers' data~~ **end-users of our services** , our services and underlying infrastructure may in the future be materially breached or compromised as a result of the following: • Third- party attempts to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information to gain access to our customers' data, our data or our IT systems; • Efforts by individuals or groups of hackers and sophisticated organizations, including state- sponsored organizations or nation- states; • Cyberattacks on our internally built infrastructure; • Vulnerabilities resulting from enhancements and updates to our existing solutions; • Vulnerabilities in the products or components across the broad ecosystem that our services operate in or are dependent on; • Vulnerabilities existing within newly acquired or integrated technologies and infrastructures; • **Vulnerabilities existing within third- party software or services that we employ; •** Attacks on, or vulnerabilities in, the many different underlying networks and services that power the ~~internet~~ **Internet** that our products depend on, most of which are not under our control or the control of our vendors, partners, or customers; and • Employee or contractor errors or intentional acts that compromise our security systems. **To the extent possible,** ~~These~~ **these** risks are mitigated ~~, to the extent possible,~~ by our ability to maintain and improve **information security** ~~business and data~~ governance policies, enhanced processes and internal security controls, including our ability to escalate and respond to known and potential risks. Although we have developed systems and processes designed to **assess** ~~protect our customers' and our customers' customers' sensitive data~~ , ~~as well as our data~~ **identify, and manage material cybersecurity risks** , we can provide no assurances that such ~~measures~~ **systems and processes** will provide absolute security. In the normal course of business, we are the target of malicious cyberattack attempts. To date, any such attempts have not been material or significant to us, including to our reputation or business operations, or had a material financial impact, but there can be no assurance that future cyberattacks will not be material or significant. A security breach or incident could result in unauthorized parties obtaining access to, or the denial of authorized access to, our IT systems or data, or our customers' systems or data, including intellectual property, proprietary, sensitive, or other confidential information. A security breach **or incident could result in the unauthorized disclosure of large quantities of our customers' customers' personally identifiable information. A security breach** could also result in a loss of confidence in the security of our services, damage our reputation, negatively impact our future sales, disrupt our business and lead to increases in insurance premiums and legal and financial exposure and liability. Finally, the detection, prevention and remediation of known or potential security vulnerabilities, including those arising from third- party hardware or software, may result in additional financial burdens due to additional direct and indirect costs, such as additional infrastructure capacity spending to mitigate any system degradation. ~~Our business could be negatively affected by cyber or other security threats or other disruptions. As a cybersecurity company and a U. S. defense contractor, we face cyber threats, threats to the physical security of our facilities and employees, and terrorist acts. We are also exposed to the potential for business disruptions associated with information technology failures, natural disasters, or public health or economic crises, such as that created by the COVID- 19 pandemic. We routinely experience cybersecurity threats, threats to our information technology infrastructure and attempts to gain access to our sensitive information, as do our customers, suppliers, subcontractors and joint venture partners. We may experience similar security threats at customer sites that we operate and manage as a contractual requirement. The threats we face vary from attacks common to most industries to more advanced and persistent, highly organized adversaries who target us because we protect national security information. If we are unable to protect sensitive information, our customers or governmental authorities could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted. The occurrence of any of these events could adversely affect our internal operations, the services we provide to our customers, loss of competitive advantages~~

~~derived from our research and development efforts or other intellectual property, early obsolescence of our products and services, our future financial results, or our reputation.~~ If our customers do not renew their subscriptions or contracts for our solutions and services and expand our relationship with them, our revenue could decline and our results of operations would be adversely impacted. ~~It~~ **To continue to maintain and grow our business, it** is important that our existing customers renew their subscriptions or contracts for our solutions and services when existing contract terms expire ~~, in order for us to maintain or improve our results of operations~~ . Our customers have no obligation to renew or extend their subscriptions or contracts for our solutions or services after the expiration of the contractual periods, which vary in length, and in the normal course of business, some customers have elected not to renew or extend. It is difficult to predict attrition rates given the varying needs of our customer base. Our attrition rates may increase or fluctuate as a result of a number of factors, including customer dissatisfaction with our services, customers' spending levels, mix of customer base, decreases in the number of users at our customers, competition, pricing increases or changes, and deteriorating general economic conditions or budgetary constraints. Our future success also depends in part on our ability to expand our ~~relationship~~ **relationships** with our current customers by selling additional features and services, more subscriptions or enhanced editions of our services. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior leaders. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, some of which are beyond our control. If **our efforts to maintain and expand our relationships with our existing** customers ~~do~~ **are** not **successful** ~~renew or extend their subscriptions or contracts, do not purchase additional features or enhanced solutions, or if attrition rates increase~~ , our business could be harmed **. U. S. government may terminate, cancel, delay, modify or curtail our contracts at any time prior to completion and, if we do not replace them, this may adversely affect our future revenues and could adversely impact our earnings. Many of the U. S. government programs in which we participate, both as a contractor or subcontractor, extend for several years and include one or more base years and one or more option years. These programs are typically funded on an annual basis. Under these contracts, the U. S. government generally has the right not to exercise options to extend or expand our contracts and may otherwise terminate, cancel, modify or curtail our contracts at its convenience. First, the process may be delayed or disrupted. Changes in congressional schedules, negotiations for program funding levels or unforeseen world events can interrupt the funding for a program or contract. Second, funds for multi- year contracts can be changed in subsequent years in the appropriations process. In addition, the U. S. government has increasingly relied on IDIQ contracts and other procurement vehicles that are subject to a competitive bidding and funding process even after the award of the basic contract, adding an element of uncertainty to future funding levels. Delays in the funding process or changes in funding or funding priorities can impact the timing of available funds or can lead to changes in program content or termination at the government' s convenience. Any decisions by the U. S. government to not exercise contract options or to terminate, cancel, delay, modify or curtail our major programs or contracts would adversely affect our revenues, revenue growth and profitability** . We are dependent on a few key customer contracts for a significant portion of our future revenue, and a significant reduction in **goods and** services or delay in implementation to one or more of these contracts would reduce or delay our future revenue and could materially affect our anticipated operating results. A small number of our large customer contracts are expected to comprise a significant portion of our future revenue. Our business will likely be harmed if any of our key customer contracts generate less revenue than we forecast, and the termination or delay of a large contract or multiple contracts could have a material adverse effect on our revenue and profitability. Adverse events affecting the programs subject to these contracts could also negatively affect our ability to process transactions under those contracts, which could adversely affect our revenue and the results of operations. ~~Some~~ **A failure to attract, train, retain and motivate key and skilled employees, including key members** of ~~of~~ bid protest,we may be unable to achieve or sustain revenue growth and profitability.Many of our U.S.government contracts are awarded through a competitive bidding process upon initial award and renewal,and we expect this will continue.There is often significant competition and pricing pressure as a result of this process.The competitive bidding process presents a number of risks,including the following:• We may expend substantial funds and time to prepare bids and proposals for contracts that may ultimately be awarded to one of our competitors;• We may be unable to accurately estimate the resources and costs that will be required to perform any contract we are awarded **,** our security solutions **'** ~~have lengthy~~ sales and implementation cycles ~~, which could significantly impact our results of operations if projected orders are not realized~~ . We market the majority of our security solutions directly to U. S. government customers. The sale and implementation of our services to these entities typically involves a lengthy education process and a significant technical evaluation and commitment of capital and other resources **, which adds uncertainty to our sales cycle** . This process is also subject to the risk of delays associated with customers' internal budgeting and other procedures for approving large capital expenditures, deploying new technologies within their networks and testing and accepting new technologies that affect key operations. As a result, the sales and implementation cycles associated with certain of our services can be **difficult to predict and** lengthy. Our quarterly and annual operating results could be materially harmed if orders forecasted for a specific customer for a particular period of time are not realized. Failure to ~~deliver high- quality technical support services may adversely affect our relationships with our customers and our financial results. Our customers depend on our support organization to resolve technical issues relating to our solutions and offerings. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. Increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on the reputation of our solutions and business reputation and on positive recommendations from our existing customers. Failure to maintain high- quality technical support, or a market perception that we do not maintain high- quality support, could adversely affect our reputation, our ability to sell our offerings to existing and prospective customers, and our business, operating results and financial position. Failure to~~ effectively develop and execute our sales and business development capabilities will ~~impair~~ **harm** our ability to grow **our business** . Our ability to increase our customer base and achieve broader market acceptance of our solutions and services will depend, to a significant extent, on our ability to perform at a high level in our **business development, growth,** sales and marketing operations and activities. We believe that selling and marketing our security solutions requires advanced sales skills, customer relationships and technical knowledge to generate interest and effectively communicate our solutions or services to new markets. We may not achieve anticipated revenue growth from our ~~sales force~~ **growth team** if we are unable to hire and develop talented **business development and** sales personnel, if our new **business development and** sales personnel are unable to achieve desired productivity levels in a reasonable period of time **,** or if we are unable to retain our existing sales force . In addition, we are also...... future growth prospects could be severely harmed . We depend on computing infrastructure operated by third parties to support some of our solutions and customers, and ~~any~~ **to help complete critical business functions. Any** errors, disruption, performance problems, or failure in their or our operational infrastructure could adversely affect our business, financial condition, and results of operations. We rely on the technology, infrastructure, and software applications of certain third parties in order to host or operate some of certain key platform features or functions of our business. Additionally, we rely on third- party computer hardware and cloud capabilities in order to deliver our solutions and services. ~~We~~ **Our business is dependent on the integrity, security and efficient operation of this technology and infrastructure, and we** do not ~~have~~ **necessarily** control ~~over~~ the ~~operations~~ - **operation** ~~of the facilities~~ **or data security** of the third **-** parties ~~that~~ we ~~use~~ **utilize** . If any of these third- party services experience errors, disruptions, security issues, or other performance deficiencies; if they are updated such that our solutions become incompatible; if these services, software, or hardware fails or becomes unavailable due to extended outages, interruptions, defects, or otherwise; or if they are no longer available on commercially reasonable terms or prices (or at all), these issues could result in errors or defects in our solutions, failure of our solutions to perform, decline in our revenue and margins, damage to our reputation and brand, exposure to legal or contractual liability, increase in our expenses, and interruption in our ability to manage our operations. In addition, our processes for managing our sales and servicing our customers could be impaired until equivalent services or technology, if available, are identified, procured, and implemented, all of which may take significant time and resources, increase our costs, and could adversely affect our business. Many of these third- party providers attempt to impose limitations on their liability for such errors, disruptions, defects, performance deficiencies, or failures, and if enforceable, we may have additional liability to our customers or third- party providers ~~. In the future, we may experience disruptions, failures, data loss, outages, and other performance problems with our infrastructure and cloud- based offerings due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, employee misconduct, capacity constraints, denial of service attacks, phishing attacks, computer viruses, malicious or destructive code, or other security- related incidents, and our disaster recovery planning may not be sufficient for all situations. If we experience disruptions, failures, data loss, outages, or other performance problems, our business, financial condition, and results of operations could be adversely affected. Our systems and the third- party systems upon which we and our customers rely are also vulnerable to damage or interruption from catastrophic occurrences such as earthquakes, floods, fires, power loss, telecommunication failures, cybersecurity threats, terrorist attacks, social unrest, natural disasters, public health crises, geopolitical and similar events, or acts of misconduct. Despite any precautions we may take, the occurrence of a catastrophic disaster or other unanticipated problems at our or our third- party vendors' hosting facilities, or within our systems or the systems of third parties upon which we rely, could result in interruptions, performance problems, or failure of our infrastructure, technology, or solutions, which may adversely impact our business. In addition, our ability to conduct normal business operations could be severely affected. In the event of significant physical damage to one of these facilities, it may take a significant period of time to achieve full resumption of our services, and our disaster recovery planning may not account for all eventualities. In addition, any negative publicity arising from these disruptions could harm our reputation and brand and adversely affect our business~~ . Furthermore, our solutions are, in many cases, important or essential to our customers' operations, including in some cases, their cybersecurity or oversight and compliance programs, and subject to service level agreements. Any interruption in our service, whether as a result of an internal or third- party issue, could damage our brand and reputation, cause our customers to terminate or not renew their contracts with us or decrease the use of our solutions and services, require us to indemnify our customers against certain losses, result in our issuing credit or paying penalties or fines, subject us to other losses or liabilities, cause our solutions to be perceived as unreliable or unsecure, and prevent us from gaining new or additional business from current or future customers, any of which could harm our business, financial condition, and results of operations. Moreover, to the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, financial condition, and results of operations could be adversely affected. The provisioning of additional cloud hosting capacity requires lead time. These third parties have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If these third parties increase pricing terms, terminate or seek to terminate our contractual relationship, establish more favorable relationships with our competitors, or change or interpret their terms of service or policies in a manner that is unfavorable with respect to us, we may be required to transfer to other cloud providers or invest in a private cloud. In that case, we could incur significant costs and experience possible service interruption in connection with doing so, or risk loss of customer contracts if they are unwilling to accept such a change. A failure to maintain our relationships with our third- party providers (or obtain adequate replacements), and to receive services from such providers that do not contain any material errors or defects, could adversely affect our ability to deliver effective products and solutions to our customers and adversely affect our business and results of operations. **This could harm our business.** We depend on third parties for certain operational services and components of our products in order to fully perform under our contracts,and the failure or disruption of a third party to perform these services could have an adverse impact on our business.We rely on subcontractors and other suppliers to provide **raw** materials,major components and subsystems for our products or to perform a portion of the services that we provide to our customers.Occasionally,we rely on only one or two sources of supply,which,if disrupted,could have an adverse effect on our ability ~~to meet our commitments to customers.~~ If **one**

**or more of our suppliers or subcontractors is unable to satisfactorily provide on a timely basis the agreed- upon supplies or perform the agreed- upon services per its contractual obligations, our ability to perform our obligations as a prime contractor may be adversely affected, and** we **may be exposed to liability. Our systems and the third- party systems upon which we and our customers rely** are **also vulnerable to damage or interruption from catastrophic occurrences or events outside of our control. Our systems and the third- party systems, upon which we and our customers rely, are also vulnerable to damage or interruption from catastrophic occurrences, telecommunication failures, cybersecurity threats, social unrest, geopolitical and similar events, or acts of misconduct. Despite any precautions we may take, the occurrence of a catastrophic disaster or other unanticipated problems at our or our third- party vendors' hosting facilities, or within our systems or the systems of third parties upon which we rely, could result in interruptions, performance problems, or failure of our infrastructure, technology, or solutions, which may adversely impact our business. In addition, our ability to conduct normal business operations could be severely affected. In the event of significant physical damage to one of these facilities, it may take a significant period of time to achieve full resumption of our services, and our disaster recovery planning may not account for all eventualities. In addition, any negative publicity arising from these disruptions could harm our reputation and brand and adversely affect our business. We may be also be impacted by natural disasters, wars, terrorist attacks, power outages, public health crisis (epidemics or pandemics), or other events outside of our control. If major disasters such as earthquakes, floods, hurricanes, tornadoes, fires, or other events occur, or our information system or communications network breaks down, operates improperly, or is** ~~unable~~ **unusable , our headquarters and other facilities may be seriously damaged, or we may have** to ~~stop~~ **.The impact of the ongoing COVID-19,including the resulting global economic disruptions,remains uncertain at this time,and may adversely affect** ~~or~~ **our** ~~delay production~~ **future business operations,financial condition** and ~~delivery of~~ **our ability to execute on business** ~~our~~ - **or contract opportunities** ~~solutions and services~~ . **The** ~~In addition,the recent~~ COVID- 19 pandemic disrupted the normal operations of many businesses and other organizations,including the temporary closure or scale- back of business operations and the imposition of either quarantine or remote work or meeting requirements for employees,either by government order or on a voluntary basis.The **ongoing** pandemic may adversely affect our customers' ability to perform their missions and is,in many cases disrupting their operations.It may also result in a change in spending priorities on the part of our customers,which could precipitate the cancellation,delay or deferral of programs,contracts or business opportunities.It may also impact the ability of our subcontractors,partners,and suppliers to operate and fulfill their contractual obligations,and result in an increase in their costs and cause delays in performance.These supply chain effects,and the direct effect of the virus and the disruption on our operations,may negatively impact both our ability to meet customer demand and our revenue and profit margins.Our employees,in some cases,are working remotely due either to safety concerns or to customer- imposed limitations and using various technologies to perform their functions ~~.Although we maintain crisis management and disaster response plans,such events could make it difficult or impossible for us to deliver our solutions and services to our customers~~ protect our intellectual property ~~or have insufficient~~ **, technologies and** proprietary rights ~~,~~ **could harm** our business ~~may be adversely impacted~~ **, competitive position, financial condition, and results of operations** . Our success depends **, in part,** on our internally developed technologies, patents and other intellectual property. Despite our precautions, it may be possible for a third party to copy or otherwise obtain and use our trade secrets or other forms of intellectual property without authorization. Furthermore, the laws of foreign countries may not protect our proprietary rights in those countries to the same extent U. S. law protects these rights in the United States. In addition, it is possible that others may independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, our business could suffer. **To protect** ~~In the future, we may have to resort to litigation to enforce~~ our intellectual property rights, **we may be required to spend significant resources to monitor and protect our rights. In the future, we may have to resort to litigation to enforce our intellectual property rights,** protect our trade secrets, or determine the validity and scope of the proprietary rights of others. Regardless of outcome, this type of litigation could result in substantial costs and diversion of management and technical resources. ~~Our future profitability depends, in part, on our ability to develop new technologies. Virtually all of the products we produce and sell are highly engineered and require sophisticated manufacturing and system integration techniques and capabilities.~~ The ~~government market in~~ **inability to adequately protect and enforce our intellectual property and other proprietary rights could seriously harm our business, results of operations and financial condition. Failure to accurately estimate the factors upon** which we **base** ~~primarily operate is characterized by rapidly changing technologies. The product and program needs of~~ our ~~government and commercial customers change and evolve regularly. Accordingly, our future performance in part depends on our ability to identify emerging technological trends, develop and manufacture competitive products, and bring those products to market quickly at cost- effective prices. If we are unable to develop new products that meet customers' changing needs, future sales and earnings may be adversely affected. We enter into fixed- price and other contracts~~ - **contract** ~~that~~ **pricing** could adversely impact our earnings and profitability ~~if we fail to estimate and manage costs, time, and resources accurately~~ . Generally, our customer contracts are either fixed- ~~priced~~ - **price** or cost- reimbursable. Under fixed- price contracts, which represented approximately ~~82~~ **78** . ~~9~~ **5** % of our ~~2022~~ **2023** revenues, we receive a fixed price irrespective of the actual costs we incur and, consequently, we carry the burden of any cost overruns. Due to their nature, fixed- price contracts inherently have more risk than cost- reimbursable contracts, particularly fixed- price development contracts where the costs to complete the development stage of the program can be highly variable, uncertain and difficult to estimate. Under cost- reimbursable contracts, subject to a contract- ceiling amount in certain cases, we are reimbursed for allowable costs and paid a fee, which may be fixed or performance- based. If our costs exceed the contract ceiling and are not authorized by the customer or are not allowable under the contract or applicable regulations, we may not be able to obtain reimbursement for all such costs and our fees may be reduced or eliminated. Because many of our contracts involve advanced designs and innovative technologies, we may experience unforeseen technological difficulties and cost overruns. Under both types of contracts, ~~if~~ we ~~are unable to control~~

**must accurately estimate the likely volume of work that will occur,** costs ~~or if~~ **and resource requirements involved, and assess the probability of completing individual transactions** ~~our~~ - **or** ~~initial cost estimates are incorrect, we can lose money~~ **milestones within the contracted time period and amount to maximize or earn profit** on these contracts. In addition, some of our contracts have provisions relating to cost controls and audit rights, and if we fail to meet the terms specified in those contracts, we may not realize their full benefits. ~~Lower earnings caused by cost~~ **Cost** overruns or poor cost controls ~~would~~ **could** ~~have~~ **lower earnings, or may incur a net loss on a contract, and cause** a negative impact on our results of operations. We will face risks associated with the growth of our business in new commercial markets and with new customer verticals, and we may ~~neither~~ **not** be able to continue our organic growth nor have the necessary resources to dedicate to the overall growth of our business. ~~We~~ **To increase our revenue, and achieve and maintain profitability, we** plan to expand our operations in new commercial markets, including those where we may have limited operating experience, and may be subject to increased business, technology and economic risks that could affect our financial results. In ~~recent periods~~ **the future** , we **may increasingly** ~~have increased our~~ focus on commercial ~~customers. In the future, we may increasingly focus on such~~ customers, including in the banking, financial services, healthcare, manufacturing, telecommunication, airlines and aerospace, insurance, retail, transportation, shipping and logistics, and energy industries, as well as other critical infrastructure industries. Entering new verticals and expanding in the verticals in which we are already operating will continue to require significant resources and there is no guarantee that such efforts will be successful or beneficial to us. **Although** ~~Historically,~~ sales to a new customer have often led to additional sales to the same customer or similarly situated customers **, it is uncertain we will achieve the same penetration and organic growth in the future, and our reputation, business, financial condition, and results of operations could be negatively impacted** . As we expand into and within new and emerging markets and heavily regulated industry verticals, we will likely face additional regulatory scrutiny, risks, and burdens from the governments and agencies which regulate those markets and industries. **Failure** ~~While this approach~~ to ~~expansion~~ **deliver high- quality technical support services may adversely affect our relationships** ~~within~~ -- **with our customers** ~~new commercial markets~~ and ~~verticals has proven successful~~ **our financial results. Our customers depend on our support organization to resolve technical issues relating to our solutions and offerings. We may be unable to respond quickly enough to accommodate short- term increases** in **customer demand for support services. Increased customer demand for** ~~the~~ **these** ~~past~~ **services** , ~~it~~ **without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process** is **highly dependent on** ~~uncertain we will achieve~~ the ~~same penetration and organic growth in the future, and our~~ reputation **of our solutions and support and on positive recommendations from our existing customers. Failure to maintain high- quality technical support** , **or a market perception that we do not maintain high- quality support, could adversely affect our reputation, our ability to sell our offerings to existing and prospective customers, and our** business, **operating results and** financial **position** ~~condition, and results of operations could be negatively impacted~~ . Our growth depends, in part, on the success of our strategic relationship with our partner organizations ~~or channel partners~~ . To grow our business, we will continue to build, grow and maintain relationships with third parties, such as partner organizations ~~or channel partners~~ , that provide complementary cybersecurity offerings. Identifying partners, and negotiating relationships with them, requires significant time and resources. The relationship we have with our partners, and that our partners have with our customers, provides our customers with enhanced value for our solutions and services. Our agreements with our partners are generally non- exclusive; therefore, our partners may offer customer solutions from several companies, including solutions and services that compete with ours. If our partners do not effectively market and sell our solutions or services, or use greater efforts to market and sell their solutions or those of our competitors, or fail to meet the needs of our customers, or if we are unsuccessful in establishing or maintaining our relationships with our partners, our ability to compete in the marketplace or to grow our revenue could be impaired, and our results of operations could be adversely affected. If we are unable to license third- party technology that is used in our products and services to perform key functions, the loss could have an adverse effect on our revenues **. We currently incorporate technology that we license from third- parties, including software, into our solutions** . The third- party technology licenses used by us may not continue to be available on commercially reasonable terms or at all. Our business could suffer if we lost the right to use these technologies. **Additionally, if we are unable to license technology from third parties, we may be forced to acquire or develop alternative technology, which we may be unable to do in a commercially feasible manner or at all, and may require us to use alternative technology of lower quality or performance standards. As a result, our margins and results of operations could be significantly harmed.** A third **-** party could claim that the licensed software infringes a patent or other proprietary right. Litigation between the licensor and a third **-** party or between a third party and us could lead to royalty obligations for which we are not indemnified or for which indemnification is insufficient, or we may not be able to obtain any additional license on commercially reasonable terms or at all. The loss of, or our inability to obtain or maintain, any of these technology licenses could delay the introduction of new products or services until equivalent technology, if available, is identified, licensed and integrated. **The** This could harm our business. We...... have an adverse effect on our ability **inability** to **set optimal** ~~meet our commitments to customers. We depend on these subcontractors and suppliers to fulfill their contractual obligations in a timely and satisfactory manner in full compliance with customer requirements. If one or more of our subcontractors or suppliers is unable to satisfactorily provide on a timely basis the agreed- upon supplies or perform the agreed- upon services, our ability to perform our obligations as a prime contractor may be adversely affected. Our~~ pricing structures for our solutions and services ~~may change from time to time, which~~ could adversely impact our business, financial condition and results of operations. ~~We expect that~~ **From time to time,** we ~~may~~ change our pricing model ~~from time~~ **in response** to ~~time, including as a result of~~ competition, global economic conditions, and general reductions in our customers' spending levels, pricing studies, or changes in how our solutions are broadly consumed. Similarly, as we introduce new products and services, or as a result of the evolution of our existing solutions and services, we may have difficulty determining the appropriate price structure for our products and services. **Further** ~~In addition~~ , as new and existing competitors introduce new products or services that compete with ours, or revise their pricing structures, we may be unable to attract new customers at the same price or based on the same pricing model as we have used historically. Moreover, as we continue to target selling our solutions and services to larger organizations, these larger organizations may demand substantial price concessions. **We** ~~In addition, we~~ may **also** need to change pricing policies to accommodate government pricing guidelines for our contracts with federal, state, local, and foreign governments and government agencies. If we are unable to modify or develop pricing models and strategies that are attractive to existing and prospective customers, while enabling us to significantly grow our sales and revenue relative to our associated costs and expenses in a reasonable period of time, our business, financial condition, and results of operations may be adversely impacted. Sales to customers outside the United States expose us to risks inherent in international operations. We sell our services outside the **United States** ~~U. S.~~ and are subject to **unique** risks and challenges associated with international business. ~~The~~ **These** risks and challenges ~~associated~~ **include, but are not limited to, (a) compliance** with ~~sales to customers outside the U. S.~~ **governmental laws and regulations, (b) foreign business practices, (c) tax environments, (d) protection of** ~~or~~ **our** ~~those that can affect~~ **intellectual property, and (e) regional economic and geopolitical conditions. Although our** international operations **have historically generated** ~~generally, include: • Localization of our services, including translation into foreign languages and associated expenses; • Regulatory frameworks or business practices favoring local competitors; • Pressure on the creditworthiness of sovereign nations; • Evolving domestic and international tax environments; • Liquidity issues or political actions by sovereign nations, including nations with~~ a **small proportion** ~~controlled currency environment, which could result in decreased values~~ of ~~foreign- denominated balances or~~ **our** ~~potential difficulties protecting our foreign assets or satisfying local obligations; • Foreign currency fluctuations and controls, which may make our services more expensive for international customers and could add volatility to our operating results; • Compliance with multiple, conflicting, ambiguous or evolving governmental laws and regulations, including employment, tax, privacy, anti- corruption, import / export, antitrust, data transfer, storage and protection, and industry- specific laws and regulations, including rules related to compliance by our third- party resellers and our ability to identify and respond timely to compliance issues when they occur; • Vetting and monitoring our third- party resellers in new and evolving markets to confirm they maintain standards consistent with our brand and reputation; • Changes in the public perception of governments in the regions where we operate or plan to operate; • Treatment of revenue~~ **revenues** ~~from international sources~~ , **any** ~~intellectual property considerations and changes to tax codes, including being subject to foreign tax laws and being liable for paying withholding income or other taxes in foreign jurisdictions; • Different pricing environments; • Difficulties in staffing and managing foreign operations; • Different or lesser protection of our intellectual property; • Longer accounts receivable payment cycles and other collection difficulties; • Natural disasters, acts of war, terrorism, pandemics or security breaches; and • Regional economic and political conditions. Any~~ of these factors could negatively impact our business and results of operations. ~~The above~~ **In addition, these** factors may also negatively impact our ability to successfully expand into emerging market countries, where we have little or no operating experience, where it can be costly and challenging to establish and maintain operations, including hiring and managing required personnel, and difficult to promote our brand, and where we may not benefit from any first- to- market advantage or otherwise succeed. We **may be subject to** ~~are involved in a number of~~ legal proceedings **, regulatory disputes and governmental inquiries that could materially harm our business, operating results, and financial condition** . ~~We cannot predict~~ **From time to time, in** the ~~outcome~~ **ordinary course** of **business, we have been involved in legal proceedings and in the future may be subject to lawsuits, claims, government** ~~litigation~~ - **investigations** and other ~~contingencies with certainty~~ **proceedings. These may include lawsuits and claims related to securities compliance, contracts, subcontracts, intellectual property, employment and wage claims, and other matters** . Our business may be adversely affected by the outcome of legal proceedings and other contingencies that cannot be predicted with certainty. **Those** ~~As required by the U. S. GAAP, we estimate loss~~ contingencies **include, but are not limited to, the cost of litigation** and ~~establish reserves based on~~ **unpredictable court decisions. Adverse outcomes with respect to litigation,** ~~our~~ - **or** ~~assessment of contingencies where liability is deemed probable and reasonably estimable in light of the facts and circumstances known to us at~~ a **government inquiry, or any of these** ~~particular point in time. Subsequent developments in~~ legal proceedings may **result in significant settlement costs or judgments, penalties and fines, or harm our reputation, all of which could negatively** affect our ~~assessment and estimates~~ **business, results** of **operations and** ~~the loss contingency recorded as a liability or as a reserve against assets in our~~ financial **conditions** ~~statements. For a description of our current legal proceedings, see Note 22 – Commitments and Contingencies to the consolidated financial statements~~ . Potential future acquisitions, strategic investments, partnerships, divestitures, mergers or joint ventures may subject us to significant risks, any of which could harm our business **. We have in the past acquired, and may in the future seek to acquire or invest in complementary businesses, products or technologies to enhance our technical capabilities or otherwise offer growth opportunities** . Our long- term strategy may include identifying and acquiring, partnering with, investing in or merging with suitable candidates on acceptable terms, or divesting of certain business lines or ~~activities. In particular, over time, we may acquire, make investments in, partner or merge with providers of product offerings that complement our business or may terminate such~~ activities. Partnerships, mergers, joint ventures, acquisitions, and divestitures include a number of risks and present financial, managerial and operational challenges, including but not limited to: • Diversion of management attention from running our existing business; • Possible material weaknesses in internal control over financial reporting; • Increased expenses, including legal, administrative and compensation expenses related to newly hired or terminated employees; • Increased costs to integrate the technology, personnel, customer base and business practices of the acquired company with us; • Potential exposure to material liabilities not discovered in the due diligence process; • Potential adverse effects on reported operating results due to possible write- down of goodwill and other intangible assets associated with acquisitions; and • Unavailability of acquisition financing or unavailability of such financing on reasonable terms. Any acquired business, technology, service or product could significantly underperform relative to our expectations and may not achieve the benefits we expect from possible acquisitions. For all these reasons, our pursuit of an acquisition, partnership, investment, divestiture, merger, or joint venture could cause its actual results to differ materially from those anticipated. **Public confidence in, and acceptance of, identity platforms and biometrics generally, and our solutions specifically, will be a key factor in our business' s continued growth. Our future profitability will depend, in part, on public confidence in and acceptance of identity platforms and biometrics generally. Continued acceptance of identity platforms and biometric information as a secure and reliable method to identify individuals, mitigate risk and minimize fraud is an important factor in our continued growth. While both identity platforms and biometrics have become more widely adopted, they may not achieve universal acceptance. The attractiveness of our solutions to our customers is impacted by a number of factors, including the willingness of individuals to provide their personal information, including biometric information, to private or governmental entities, the level of confidence that such information can be stored safely and securely, and trust that such information will not be misused or breached. Certain individuals may never accept the use of biometrics as being safe. If identity platforms and biometrics do not achieve universal acceptance, or our solutions are not competitive with our industry players, our growth could be limited, which could materially adversely affect our business, results of operations and financial condition. On the other hand, any negative associations or perceptions with our solutions or biometrics could impede our business growth and could adversely affect our business, results of operations and financial condition. Likewise, any breaches on our information technology systems, particularly on the use and collection of biometric information, may subject us to significant reputational, financial, legal or operational consequences. Actions that we are taking to restructure our business to improve profitability may not be as effective as anticipated. During the fourth quarter of fiscal year 2022, we committed to a restructuring plan to streamline our workforce and spending to better align our cost structure with the volume of our business. We began the execution of the restructuring plan early 2023, incurring restructuring- related costs, including employee severance and related benefit costs and external consulting and advisory fees related to the implementation of the restructuring plan. We may be unable to realize the expected improved profitability and efficiency from our restructuring efforts.** Industry **, Legal** and ~~Economic~~ **Regulatory** ~~Risk~~ **Risks** The business environment in which we operate is highly competitive, and we may not be able to compete successfully against existing or future competitors. We operate in **an intensely competitive market and** diverse industry ~~segments~~ - **segment, and we expect competition to increase in the future from established businesses and new market entrants** . Based on our current market analysis, there is no single company or small group of companies in a dominant competitive position. Some large competitors offer capabilities in a number of markets that overlap many of the same areas in which we offer services, while certain companies are focused upon only one or a few of such markets. Some of the firms that compete with us in multiple areas include **large** ~~Northrop Grumman~~ , **established defense contractors** ~~Lockheed Martin, General Dynamics, Perspecta and Idemia~~ . In addition, we compete with smaller specialty companies, including risk and compliance management companies, organizational messaging companies, and security consulting organizations, and companies that provide secure network offerings. If we **are unable to anticipate or react to these challenges or** do not compete effectively, ~~we may suffer~~ **our competitive position could weaken and could result in a decline in revenue or reduced revenue growth,** price reductions ~~,~~ **or** reduced gross margins, and loss of market share ~~. Due to the competitive bidding process to obtain U. S. government contracts~~ , **all** ~~both upon initial issuance and re- competition, and the likelihood~~ of bid protest, we may be unable...... perform any contract we are awarded, which could **adversely affect** ~~result in substantial cost overruns and decreased margins; • We may encounter expense and delay if our competitors protest or~~ **our business** ~~challenge awards of contracts, and any such protest or challenge could result in a requirement to resubmit bids on modified specifications or in the termination, reduction or modification of the awarded contract; • The protest of contracts awarded to us may result in the delay of program performance and the generation of revenue while the protest is pending; and • If we are not given the opportunity to re- compete for U~~ . **A decline** ~~S. government contracts previously awarded to us, we may incur expenses to protest such a decision and ultimately may not succeed in competing for or winning such contract renewal. The U. S. government contracts for which we compete typically have multiple option periods, and if we fail to win~~ - **in** ~~a contract or a task order, we generally will be unable to compete again for that contract for several years. If we fail to win new contracts or to receive renewal contracts upon re- competition, it may result in additional costs and expenses and possible loss of revenue, and we will not have an opportunity to compete for these~~ -- **the federal budget** ~~contract opportunities again until such contracts expire. We depend~~ , ~~in part, on sales to the U. S. government, and~~ changes in spending or budgetary priorities **of the U. S. government, a prolonged U. S. government shutdown** or delays in contract awards may significantly **and adversely** affect our future ~~revenue~~ **revenues , cash flow** and ~~adversely impact our~~ financial ~~condition and~~ results ~~of operations~~ . Our ~~sales~~ **customers** are **substantially** ~~highly concentrated with the~~ U. S. government **agencies** . The customer relationship with the U. S. government involves certain unique risks. The programs we participate in must compete with other programs and policy imperatives during the budget and appropriations process ~~. In each of the past three years, a substantial portion of our sales was to the U. S. government, particularly the DoD. The U. S. government' s defense spending has historically been cyclical. Defense budgets have received their strongest support when perceived threats to national security raise the level of concern over the country' s safety. As these threats subside, spending on the military tends to decrease. Rising budget deficits, increasing national debt, the cost of the global war on terrorism, increasing costs for entitlement programs, cost of new domestic initiatives, and the large and continued costs of combating the pandemic and addressing the health concerns and economic dislocation caused by COVID- 19, continue to put pressure on all areas of discretionary spending~~ . If government funding relating to our contracts with the U. S. government becomes unavailable, or is reduced or delayed, or planned orders are reduced, our contracts or subcontracts may be terminated or adjusted by the U. S. government or the prime contractor. Our operating results could also be adversely affected by spending caps or changes in the budgetary priorities of the U. S. government, as well as delays in program starts or the award of contracts or task orders under contracts. **In recent years,** U. S. government **appropriations have been** ~~may terminate, cancel, modify or curtail our contracts at any time prior to completion and, if we do not replace them, this may~~

~~adversely affect~~ **affected by larger** ~~our future revenues and could adversely impact our earnings. Many of the~~ U. S. government **budgetary issues and related legislation. As** ~~programs in which we participate, both as~~ a **result** ~~contractor or subcontractor~~ , **DoD** ~~extend for several years and include one or more base years and one or more option years. These programs are typically funded on an annual basis. Under these contracts, the U. S. government generally has the right not to exercise options to extend or expand our contracts and may otherwise terminate, cancel, modify or curtail our contracts at its convenience. First, the process may be delayed or disrupted. Changes in congressional schedules, negotiations for program~~ funding levels **have fluctuated and have been difficult to predict. Future spending levels are subject to a wide range of factors, including Congressional action. In addition, over the last few years, the U. S. government has been unable to complete its budget process before the end of its fiscal year, resulting in both a government shutdown and continuing resolutions to extend sufficient funds only** ~~or~~ **for** ~~unforeseen world events can interrupt~~ **U. S. government agencies to continue operating. Not long ago,** the **federal government was shut down due to a lack of** funding for **over one month between late 2018 and early 2019, and currently** a ~~program or contract. Second, funds for multi-~~ **series of continuing resolutions have funded the government at fiscal** year ~~contracts~~ **2023 levels, with no new starts. Moreover, the national debt threatened to reach the statutory debt ceiling in 2023, and such** ~~can~~ - **an event** ~~be changed~~ in ~~subsequent~~ **future** years **could result** in ~~the appropriations process. In addition,~~ the U. S. government **defaulting** ~~has increasingly relied~~ on ~~IDIQ contracts and other procurement vehicles that~~ **its debts. As a result, government spending levels** are ~~subject~~ **difficult** to **predict beyond the near term due to numerous factors, including the external threat environment, future government priorities and the state of government finances. Significant changes in government spending or changes in U. S. government priorities, policies and requirements could have** a **material** ~~competitive bidding and funding process even after the award of the basic contract, adding an element of uncertainty to future funding levels. Delays in the funding process or changes in funding or funding priorities can impact the timing of available funds or can lead to changes in program content or termination at the government' s convenience. Any decisions by the U. S. government to not exercise contract options or to terminate, cancel, modify or curtail our major programs or contracts would adversely~~ -- **adverse** ~~affect~~ **effect on our results of operations, financial condition** ~~our~~ - **or liquidity** ~~revenues, revenue growth and profitability~~ . We are subject to the seasonality of U. S. government spending. We derive a substantial portion of our revenues from U. S. government contracting, and as a result, we are subject to the annual seasonality of U. S. government purchasing. Because the U. S. government fiscal year ends on September 30, it is common for U. S. government agencies to award extra tasks in the weeks immediately prior to the end of its fiscal year in order to avoid the loss of unexpended fiscal year funds. As a result of this seasonality, we have historically experienced higher revenues in our third and fourth fiscal quarters, ending September 30 and December 31, respectively, with the pace of orders typically substantially reduced during our first and second fiscal quarters ending March 31 and June 30, respectively. **We are required** ~~Legal and Regulatory Risks Our business is subject~~ to **comply with stringent,** complex and evolving ~~U. S. and non- U. S.~~ laws ~~and~~ **, rules,** regulations ~~regarding~~ **and standards, as well as contractual obligations relating to** privacy, data protection and security, technology protection, and other matters. ~~Many of~~ **Any actual or perceived failure to comply with** these **requirements** ~~laws and regulations are subject to change and uncertain interpretation, and~~ could **have a material effect on** ~~result in claims, changes to our business practices, monetary penalties, increased cost of operations, or otherwise harm~~ our business. We are subject to a variety of local, state, national, and international laws and directives and regulations in the United States and abroad that involve matters central to our business, including privacy and data protection, data security, data storage, retention, transfer and deletion, technology protection, and personal information. Foreign data protection, data security, privacy, and other laws and regulations can impose different obligations or be more restrictive than those in the United States. These U. S. federal and state and foreign laws and regulations, which, depending on the regime, may be enforced by private parties or government entities, are constantly evolving and can be subject to significant change, and they are likely to remain uncertain for the foreseeable future. In addition, the application, interpretation, and enforcement of these laws and regulations are often uncertain, and may be interpreted and applied inconsistently from country to country and inconsistently with our current policies and practices. A number of proposals are pending before U. S. federal, state, and foreign legislative and regulatory bodies that could significantly affect our business. The overarching complexity of privacy and data protection laws and regulations around the world pose a compliance challenge that could manifest in costs, damages, or liability in other forms as a result of failure to implement proper programmatic controls, failure to adhere to those controls, or the malicious or inadvertent breach of applicable privacy and data protection requirements by us, our employees, our business partners, or our customers. In addition to government regulation, self- regulatory standards and other industry standards may legally or contractually apply to us, be argued to apply to us, or we may elect to comply with such standards or to facilitate our customers' compliance with such standards. Because privacy, data protection, and information security are critical competitive factors in our industry, we may make statements on our website, in marketing materials, or in other settings about our data security measures and our compliance with, or our ability to facilitate our customers' compliance with, these standards. We also expect that there will continue to be new proposed laws and regulations concerning privacy, data protection, and information security, and we cannot yet determine the impact such future laws, regulations and standards, or amendments to or re- interpretations of existing laws and regulations, industry standards, or other obligations may have on our business. New laws, amendments to or re-interpretations of existing laws and regulations, industry standards, and contractual and other obligations may require us to incur additional costs and restrict our business operations. As these legal regimes relating to privacy, data protection, and information security continue to evolve, they may result in ever- increasing public scrutiny and escalating levels of enforcement and sanctions. Furthermore, because the interpretation and application of laws, standards, contractual obligations and other obligations relating to privacy, data protection, and information security are uncertain, these laws, standards, and contractual and other obligations may be interpreted and applied in a manner that is, or is alleged to be, inconsistent with our data management practices, our policies or procedures, or the features of our solutions. If so, in addition to the possibility of fines, lawsuits, and other claims, we could be required to fundamentally change our business activities and practices or modify our solutions, which could have an adverse effect on our business. We may be unable to make such changes and modifications in a commercially reasonable manner or at all, and our ability to fulfill existing obligations, make enhancements, or develop new solutions and features could be limited. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our customers may limit the use and adoption of, and reduce the overall demand for, our solutions. These existing and proposed laws and regulations can be costly to comply with and can make our solutions and services less effective or valuable, delay or impede the development of new products, result in negative publicity, increase our operating costs, require us to modify our data handling practices, limit our operations, impose substantial fines and penalties, require significant management time and attention, or put our data or technology at risk. Any failure or perceived failure by us or our solutions to comply with U. S. or applicable foreign laws, regulations, directives, policies, industry standards, or legal obligations relating to privacy, data protection, or information security, or any security incident that results in loss of or the unauthorized access to, or acquisition, use, release, or transfer of, personal information, personal data, or other customer or sensitive data or information may result in governmental investigations, inquiries, enforcement actions and prosecutions, private claims and litigation, indemnification or other contractual obligations, other remedies, including fines or demands that we modify or cease existing business practices, or adverse publicity, and related costs and liabilities, which could significantly and adversely affect our business and results of operations. We are subject to substantial oversight from federal agencies that have the authority to suspend our ability to bid on contracts. As a U. S. government contractor, we are subject to oversight by many agencies and entities of the U. S. government that may investigate and make inquiries about our business practices and conduct audits of contract performance and cost accounting. Depending on the results of any such audits and investigations, the U. S. government may make claims against us. Under U. S. government procurement regulations and practices, an indictment of a U. S. government contractor could result in that contractor being fined and / or suspended for a period of time from eligibility for bidding on, or for the award of, new U. S. government contracts. A conviction could result in debarment for a specified period of time. To the best of management' s knowledge, there are no pending government investigations, inquiries, claims or audits against the Company likely to have a material adverse effect on our business or our consolidated results of operations, cash flows or financial position. We are subject to governmental export and import controls that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws. Some of our solutions are subject to export and import controls, including, without limitation, the Department of State' s Directorate of Defense Trade Controls, the Commerce Department' s Export Administration Regulations, U. S. Customs regulations and various economic and trade sanctions regulations established by the Treasury Department' s Office of Foreign Assets Control. If we fail to comply with these U. S. export control laws and import laws, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. Obtaining the necessary authorizations, including any required license, may be time- consuming, is not guaranteed and may result in the delay or loss of sales opportunities. Furthermore, the U. S. export control laws and economic sanctions laws prohibit the shipment of certain products and services to U. S. embargoed or sanctioned countries, governments and persons. Even though we take precautions to prevent our solutions from being provisioned or provided to U. S. sanctions targets in violation of applicable regulations, our solutions could be provisioned to those targets despite such precautions. Any such sales could have negative consequences, including government investigations, penalties and reputational harm. Changes in our solutions or changes in export and import regulations may create delays in the introduction, sale and deployment of our solutions in international markets or prevent the export or import of our solutions to certain countries, governments or persons altogether. Any decreased use of our solutions or limitation on our ability to export or sell our solutions may adversely affect our business, financial condition and results of operations. Risks Related to Our Financial Reporting and Common Stock We may fail to meet our publicly announced guidance and other expectations about our business and operating results, which may cause our stock price to decline. From time to time, we may release guidance in our quarterly earnings conference calls, quarterly earnings releases, or otherwise, regarding our future performance that represents our management' s estimates as of the date of release. This guidance, which includes forward-looking statements, is based on projections prepared by our management. Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Our aim is to state possible outcomes as high and low ranges to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such third parties. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances beyond our control could result in the actual operating results being different from our guidance, and the differences may be adverse and material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock. Furthermore, if we make downward revisions to our previously announced guidance, or if our publicly announced guidance of future operating results fails to meet the expectations of securities analysts, investors or other interested parties, the price of our common stock may decline. Our quarterly operating results fluctuate and may fall short of prior periods, our projections or the expectations of securities analysts or investors, which could adversely affect the trading price of our stock. Our operating results have fluctuated from quarter to quarter at points in the past, and they may do so in the future. Therefore, the results of any one quarter may not be a reliable indication of results to be expected for any other quarter or for any year. If we fail to increase our results over prior periods, to achieve our projected results or to meet the expectations of securities analysts or investors, our stock price may decline, and the decrease in the stock price may be disproportionate to the shortfall in our financial performance. Results may be affected by various factors, including those described in these risk factors. We cannot guarantee that our ~~stock~~ **share** repurchase program will be fully implemented or that it will enhance long- term stockholder value. In May 2022, our Board of Directors approved a ~~stock~~ **share** repurchase program **(" SRP")** for the repurchase of up to $ 50. 0 million of our outstanding shares of our common stock. As of December 31, ~~2022~~ **2023** , approximately $ 38. 7 million remained available under the stock repurchase program. The repurchase program has no termination date and may be suspended for periods, amended or discontinued at any time. We are not obligated to repurchase a specified number or dollar value of shares. Share repurchases under the program will be made from time to time in private transactions or open market purchases, as permitted by securities laws and other legal requirements. There can be no guarantee about the timing of our share repurchases, or that the volume of such repurchases will increase. The stock repurchase program could affect the price of our common stock, increase volatility, diminish our cash reserves, and even if fully implemented may not enhance long- term stockholder value. If we **fail** ~~are unable~~ to **maintain** ~~successfully remediate any~~ - **an effective system of** ~~material weakness in our~~ internal control ~~over financial reporting, or identify any additional material weaknesses~~ , our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired. **We** ~~As a public company, we~~ are ~~required~~ **subject** to **the reporting requirements** ~~comply with Section 404~~ of **the Exchange Act,** the Sarbanes- Oxley Act **of 2002 (" Sarbanes- Oxley Act "), the rules and regulations of Nasdaq, and other securities rules and regulations that impose various requirements on public companies** . ~~If~~ **Our management and other personnel devote substantial time and resources to comply with these rules and regulations. Such compliance has increased, and will continue to increase, our legal, accounting and financial compliance costs, makes some activities more difficult, time- consuming and costly, and places significant strain on our personnel, systems and resources. The Sarbanes- Oxley Act requires, among other things, that** we **maintain effective disclosure controls and procedures and internal control over financial reporting, and to report any material weaknesses in such internal control. In fiscal year ended 2022, management identified a material weakness related to ineffective design and maintenance of controls over the assessment of the accounting for forfeitures of non- standard equity awards. While the identified material weakness has been remediated in fiscal year 2023, we cannot provide assurance that we will not identify additional material weaknesses in future periods or that we will be successful in remediating any future significant deficiencies or material weaknesses in internal control over financial reporting. We are continuing to develop and refine our disclosure controls, internal control over financial reporting and other procedures that are designed to ensure information required to be disclosed by us in our consolidated financial statements and in the reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. Our current controls and any new controls we develop may become inadequate because of changes in conditions in our business. Additionally, to the extent we acquire other businesses, the acquired company may not have a sufficiently robust system of internal controls and we may uncover new deficiencies. Weaknesses in our internal controls may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our results of operations, may result in a restatement of our consolidated financial statements for prior periods, could cause us to** fail to **meet our reporting obligations** ~~abide by the applicable requirements of Section 404~~ , **and** ~~regulatory authorities, such as the SEC,~~ could **result in** ~~subject us to sanctions or investigation, and~~ - **an adverse opinion regarding our internal control over financial reporting from** our independent registered public accounting firm **, and lead** ~~may not be able~~ to ~~certify as~~ **investigations or sanctions by regulatory authorities. Any failure** to ~~the~~ **maintain** ~~effectiveness~~ ---- **effective** ~~of our~~ **disclosure controls and** internal control over financial reporting ~~pursuant~~ **could have a material and adverse effect on our business and results of operations and could cause a decline in the price of our stock. Section 404 of the Sarbanes- Oxley Act requires our management** to **certify financial and other information in our quarterly and annual reports and provide** an **annual management report on the** ~~audit of our controls. Even effective~~ **effectiveness** ~~internal controls can provide only reasonable assurance with respect to the preparation and fair presentation~~ of ~~financial statements. Accordingly,~~ our internal control over financial reporting ~~may not prevent or detect misstatements because of their inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud~~ . **We are also required to have** ~~In connection with the audit of our consolidated financial statements as of and for the year ended December 31, 2022, we and~~ our independent registered public accounting firm ~~identified a material weakness in~~ **attest to, and issue an opinion on, the effectiveness of** our internal control over financial reporting ~~related to the design and controls over the assessment of the accounting for forfeitures of non- standard equity awards~~ . **If we are unable to assert** ~~This control deficiency could have resulted in a misstatement of accounts and disclosures~~ that ~~could have resulted in a material misstatement of our annual or interim consolidated financial statements that would not have been prevented or detected. Accordingly, management has determined that this control deficiency constitutes a material weakness. As further described in Item 9A – Controls and Procedures under Management' s Report on Internal control over Financial Reporting, we executed a plan to remediate the material weakness, including the enhancement of existing processes and controls over the accounting for the forfeiture of non- standard equity awards. While we expect to take the measures necessary to address the underlying causes of this material weakness, we cannot provide assurance of when the material weakness will be remediated, nor can we be certain of whether additional actions will be required or the costs of any such actions. Moreover, we cannot provide assurance that additional material weaknesses will not arise in the future. While the material weakness discussed above did not result in material misstatements of our annual or interim consolidated financial statements, any failure to remediate the material weakness, or the identification of new material~~

~~weaknesses in~~ our internal control over financial reporting **is effective** , **or if, when required, our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we** could ~~result~~ **lose investor confidence** in ~~material misstatements in~~ **the accuracy and completeness of** our financial **reports** ~~statements that may continue undetected~~ , **which would** ~~negatively impacting the public perception of the Company and our securities and~~ cause **the price of** ~~us to fail to meet our reporting and financial obligations or~~ **our common** ~~incur significant additional costs to remediate the material weaknesses, each of which could negatively affect our~~ stock ~~price, harm our ability~~ to **decline** ~~raise capital on favorable terms in the future or otherwise have a negative impact on our financial condition~~ . General Risk Factors If our judgments or estimates relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could be adversely affected. The preparation of our consolidated financial statements in conformity with U. S. GAAP requires management to make judgments, estimates, and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock. Significant judgments, estimates, and assumptions used in preparing our consolidated financial statements include, or may in the future include, those related to revenue recognition, goodwill and other long- lived assets, and income taxes. Weakened global economic conditions may adversely affect our industry, business, operating results and financial condition. Our overall performance depends in part on worldwide economic and geopolitical conditions. The United States and other key international economies have experienced cyclical downturns from time to time in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These economic conditions can arise suddenly and the full impact of such conditions can remain uncertain at any point in time. In addition, geopolitical developments, such as the ~~recent~~ invasion of Ukraine by Russia, can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets. Moreover, these conditions can affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our solutions and services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts, or affect attrition rates, all of which could adversely affect our future sales and operating results ~~. Our business could be adversely affected by events outside of our control, such as natural disasters, fire, power outages and other catastrophic events, and interruption by man- made problems such as wars or terrorism. We may be impacted by natural disasters, wars, terrorist attacks, power outages, health epidemics or pandemics, or other events outside of our control. If major disasters such as earthquakes, floods, hurricanes, tornadoes, fires, or other events occur, or our information system or communications network breaks down, operates improperly, or is unusable, our headquarters and other facilities may be seriously damaged, or we may have to stop or delay production and delivery of our solutions and services. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our solutions and services to our customers, and could decrease demand for our offerings. We may incur shutdowns, delays, disruptions or expenses relating to such events outside of our control, which could have a material adverse impact on our business, operating results and financial condition. Because we do not carry insurance for all of these possible losses, and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected by such an event outside of our control~~ . Increased scrutiny of our environmental, social and governance responsibilities may result in additional costs and risks, and may adversely impact our reputation, employee retention, and willingness of customers and suppliers to do business with us. Investor advocacy groups, institutional investors, investment funds, proxy advisory services, stockholders, and customers are increasingly focused on companies' ESG practices. Additionally, public interest and legislative pressure related to public companies' ESG practices continue to grow. If our ESG practices fail to meet regulatory requirements or investor or other industry stakeholders' evolving expectations and standards for responsible corporate citizenship in areas including environmental stewardship, support for local communities, Board of Director and employee diversity, human capital management, employee health and safety practices, product quality, supply chain management, corporate governance and transparency and employing ESG strategies in our operations, our brand, reputation and employee retention may be negatively impacted and customers and suppliers may be unwilling to do business with us. In addition, as we work to align our ESG practices with industry standards, we will likely continue to expand our disclosures in these areas and doing so may result in additional costs and require additional resources to monitor, report, and comply with our various ESG practices. If we fail to adopt ESG standards or practices as quickly as stakeholders desire, report on our ESG efforts or practices accurately, or satisfy the expectations of stakeholders, our reputation, business, financial performance and growth may be adversely impacted. Changes in accounting principles or their application to us could result in unfavorable accounting charges or effects, which could adversely affect our results of operations and growth prospects. We prepare consolidated financial statements in accordance with U. S. GAAP. In particular, we make certain estimates and assumptions related to the adoption and interpretation of these principles, including the recognition of our revenue and the accounting of our stock- based compensation expense with respect to our consolidated financial statements. If these assumptions turn out to be incorrect, our revenue or our stock- based compensation expense could materially differ from our expectations, which could have a material adverse effect on our financial results. A change in any of these principles or guidance, or in their interpretations or application to us, may have a significant effect on our reported results, as well as our processes and related controls, and may retroactively affect previously reported results or our forecasts, which may negatively impact our financial statements. For example, any recent new standards issued by the Financial Accounting Standards Board could materially impact our consolidated financial statements. The adoption of these new standards may potentially require enhancements or changes in our processes or systems and may require significant time and cost on behalf of our financial management. This may, in turn, adversely affect our results of operations and growth prospects . The impact of the ongoing COVID...... using various technologies to perform their functions . Global climate- related risks could negatively affect our business. There are inherent climate- related risks wherever business is conducted. Access to clean water and reliable energy in the communities where we conduct our business, whether for our offices, vendors, customers or other stakeholders, is a priority. Any of our primary locations may be vulnerable to the adverse effects of climate change. Climate- related events, including the increasing frequency of extreme weather events and their impact on U. S. critical infrastructure, have the potential to disrupt our business, our third- party suppliers, or the operations and business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. Increased public awareness and concern regarding global climate change may result in state, federal or international requirements to reduce or mitigate global warming, such as the imposition of carbon pricing mechanisms or stricter limits on greenhouse gas emissions. If environmental or climate- change laws or regulations are adopted or changed that impose significant new costs, operational restrictions or compliance requirements upon our business or our products, they could increase our capital expenditures, reduce our margins and adversely affect our financial position. In addition, our reputation and client relationships may be damaged as a result of our practices related to climate change, including our involvement, or our clients' involvement, in certain industries or projects associated with causing or exacerbating climate change, as well as any decisions we make to continue to conduct or change our activities in response to considerations relating to climate change. **25**