Risk Factors Comparison 2024-02-21 to 2023-02-22 Form: 10-K

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You should carefully consider each of the following risk factors and all of the other information set forth in this report. Based on the information currently known to us, we believe that the following information identifies the material risk factors affecting our company. However, the risks and uncertainties we face are not limited to those set forth in the risk factors described below. Additional risks and uncertainties not presently known to us or that we currently believe not to be material risks may also adversely affect our business. Risks Related to Our Business and Our Industry We may not be able to achieve the objectives of our acquisition of the Travel Leisure brand or achieve the future prospects and strategic plans for Travel Leisure Co. In 2021, we acquired the Travel Leisure brand and all related assets from Dotdash Meredith **(formerly Meredith Corporation)** and we also changed our name to Travel Leisure Co. The expected results of the transaction and the future prospects for and plans of our company more broadly, including our strategies to accelerate growth of our global businesses by broadening the strength of our cornerstone timeshare and exchange businesses and **through our** ~~creating depth of leisure~~ travel **clubs** ~~products and services through our business extensions~~ , are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be achieved in the time or at the level we expect, or at all **. Our efforts to establish and grow our travel clubs businesses and add brands to our existing portfolio of vacation ownership brands, such as through the planned launch of a network of sports- themed resorts and lifestyle complexes under the Sports Illustrated Resorts brand and the expected acquisition of Accor Vacation Club, subject us to greater risks and uncertainties than those historically considered for our core timeshare and exchange businesses. These risks and uncertainties include requiring us to utilize and augment human capital and other resources beyond those required by our historic business offerings to source and establish relationships with new partners and to develop and market vacation ownership resorts, products, and services that meet the demands of new consumers** . Promotion activities associated with our businesses may not yield increased revenue in the time or levels expected, and ~~,~~ even if revenue does increase, it may not be sufficient to offset the expenses we incur in building our brands and businesses. If we fail to successfully promote and maintain our businesses and brands or incur substantial expenses in an unsuccessful attempt to promote and maintain our brands and businesses, we may fail to attract or retain customers to the extent necessary to realize a sufficient return with respect to the acquisition, our branding efforts and our businesses, which would adversely impact our results of operations and financial condition. In addition, a portion of the value associated with the Travel Leisure brand is derived from the long- standing commitment to high- quality, independent travel journalism by Travel Leisure magazine and associated media properties, which continue to be operated by Dotdash Meredith outside of our control. If the quality or reach of such media properties deteriorates in the future, it could negatively impact the perception of the Travel Leisure brand and adversely impact our business. The timeshare industry is highly competitive and we are subject to risks related to competition that may adversely affect our performance. We will be adversely impacted if we cannot compete effectively in the highly competitive timeshare industry. The continued success and future growth of our timeshare and exchange businesses depends upon our ability to compete effectively in markets that contain numerous competitors, some of which may have significantly greater financial, marketing, and other resources and flexibility than we have. We principally compete with short- term vacation options such as lodging, cruise, and home and apartment sharing services, as well as other timeshare developers. We compete based on brand name recognition and reputation, lifetime value, location and the availability of desirable development sites for new vacation ownership properties, convenience, quality of accommodations, evolving customer travel preferences, service levels, amenities, customer loyalty ~~,~~ and flexibility. In order to compete, we incent potential new owners and existing owners to tour with us to better understand our products and services. New resorts may be constructed and these additions to supply may create new competitors, in some cases without corresponding increases in demand. Competition may reduce fee structures, potentially causing us to lower our fees or prices, which may adversely impact our profits. New competition or existing competition that uses a business model that is different from our business model may require us to change our model so that we can remain competitive. Our RCI exchange business depends on vacation ownership developers for new members and on existing members and participants renewing their memberships with us ~~,~~ and engaging in exchange and non- exchange transactions. Our new ~~owner~~ **member** enrollment and exchange member volumes dropped significantly during the COVID- 19 pandemic **,** due in large part to the industry wide drop in VOI sales to new owners **,** and the total number of our exchange members continues to be below pre- pandemic levels. Although new owner sales levels have recovered from their lows in 2020, there is no assurance that they will continue to grow in the timeframe or at the levels that we expect. Developers and members also supply resort accommodations for use in exchanges. If we are unable to negotiate new affiliation agreements with resort developers or secure renewals with existing members or developers in our RCI network, the number of new and / or existing members, the supply of resort accommodations available through our exchange networks and related revenue will decrease. ~~The~~ **These** ~~failure to secure~~ **effects on our exchange business are more pronounced as** the ~~renewal~~ **proportion** of ~~affiliation agreements with developers that have~~ corporate member relationships, where the developer renews RCI membership fees for all of its active owners, **increases** ~~has a greater adverse effect~~ . The loss or renegotiation on less favorable terms of several of our largest affiliation agreements could materially impact our financial condition and results of operations. Our ability to maintain affiliate agreements with resort developers is also impacted by consolidation in the vacation ownership industry. For example, in connection with the acquisition of Welk Hospitality Group, Inc. (" Welk ") by Marriott Vacations Worldwide Corporation, the RCI contract with Welk was terminated. Consolidation can also lead to larger competitors with greater resources that compete with our ~~vacation~~ **Vacation** ~~ownership~~

Ownership business for customers, projects, and talent. **In addition, developers have been creating, operating and expanding internal exchange and points- based vacation club networks to offer their respective owners travel flexibility. By design, these networks decrease the propensity of owners to use external vacation ownership exchange programs, such as RCI, which in turn adversely impacts the supply of resort accommodations available for exchange through our exchange networks and reduces our related exchange revenue.** Our ~~new~~ **travel club** ~~business~~ **businesses** ~~extensions~~ operate in a highly competitive global environment and may take longer than expected to achieve the levels of revenues, customer acceptance ~~,~~ and profitability we expect. ~~As~~ **Our travel club businesses have not grown as quickly as originally anticipated and as** we continue to **operate and seek to** expand our business ~~into~~ **in** the broader leisure travel industry, we will be adversely impacted if we cannot compete effectively. There are a great number of existing competitive travel services, some of which have significantly greater financial, marketing, and other resources than we have, and while the market is currently fragmented, existing travel service companies as well as new entrants may adversely impact our ability to achieve the level of revenues, transactions, and profitability we expect. Our ~~direct- to- consumer subscription business is largely dependent on the success of our consumer marketing efforts and the willingness of consumers to subscribe to and use the Travel Leisure GO travel club for access to preferred travel pricing, exclusive experiences and customized concierge services. Our~~ B2B travel clubs business is largely dependent on the success of marketing efforts to closed user groups through partner brands and the subsequent propensity of the members of those groups to use the platform for their travel bookings and upgrade to receive premium services. ~~Both~~ **Our travel clubs** businesses are also reliant on our ability to leverage new and existing relationships with travel suppliers, including hotels, airlines, rental car companies, and wholesale suppliers, and their willingness to distribute products and services through our platforms. Our success in these leisure travel **clubs** ~~business extensions~~ is also dependent upon our ability to efficiently customize our travel offerings to particular areas of interest and focus ~~of~~ **on** the groups to which we market and promote our services and offerings. Our success here is also dependent upon our ongoing ability to adjust our business models to meet changing conditions and differing customer requirements than we may have originally planned for. There is no assurance that these efforts will be successful within the timeframe or at the levels we expect. Our **travel clubs** ~~business~~ **businesses have** ~~extensions can also be expected to require~~ **required** us to utilize and augment **human capital and other** resources ~~, including management and other personnel,~~ beyond those required by our historic business offerings and, as a result, subject us to greater risks and uncertainties than historically considered for our core timeshare and exchange businesses. Acquisitions, dispositions and other strategic transactions may not prove successful and could result in operating difficulties. We regularly consider a wide array of potential acquisitions and other strategic transactions, including acquisitions of businesses and real property, joint ventures, business combinations, strategic investments and dispositions. Any of these transactions could be material to our business. We often compete for these opportunities with third parties, which may cause us to lose potential opportunities or to pay more than we may otherwise have paid absent such competition. We cannot assure you that we will be able to identify and consummate strategic transactions and opportunities on favorable terms or at all, or that any such strategic transactions or opportunities, if consummated, will be successful. Assimilating any strategic transactions may also create unforeseen operating difficulties and costs. Acquisitions may also be structured in such a way that we will be assuming unknown, undisclosed or contingent liabilities or obligations or we may incur unanticipated costs or expenses following the acquisition, including post- closing asset impairment charges, expenses associated with eliminating duplicate facilities, reductions in personnel, unexpected penalties or enforcement actions, and other liabilities. Moreover, we may be unable to efficiently integrate acquisitions, management attention and other resources may be diverted away from other potentially more profitable areas of our business and in some cases these acquisitions may turn out to be less compatible with our growth and operational strategy than originally anticipated. The success of our acquisitions is also subject to other risks, including, among others: • failure to realize expected technological and product synergies, economies of scale and cost reductions; • unforeseen expenses, delays or conditions related to the ~~acquisitions~~ **transactions** , including those due to regulations; • adverse effects on existing business relationships with customers, partners, employees or suppliers; • potential dilutive issuances of equity securities in payment of the acquisition price; • risks associated with entering into markets in which we have limited or no prior experience **such as the college sports community and environment** , including less visibility into demand; • inaccurate assumptions regarding the acquired business or integration process; • financial and operational results that may differ materially from our assumptions and forecasts; • unforeseen difficulties that may arise in integrating operations, processes and systems; • higher than expected investments that may be required to implement necessary compliance processes and related systems, including information technology systems, accounting systems and internal control over financial reporting; • failure to retain, motivate and integrate any key management and other employees of the acquired business; • higher than expected costs or other impacts resulting from unforeseen changes in tax, trade, environmental or other regulations in jurisdictions in which the acquired business conducts its operations; and • issues with retaining customers and integrating customer bases. Many of these factors are outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues, and diversion of management' s time and attention. Furthermore, we may not realize the degree or timing of benefits we anticipate when we first enter into these transactions. Failure to successfully execute these transactions and integrate acquired businesses could have a material adverse effect on our business, financial condition, results of operations, and cash flows. Dispositions of businesses, such as our European and North American vacation rentals transactions, also pose risks and challenges that could negatively impact our business, including costs or disputes with buyers. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against, credit support obligations, and contingent liabilities related to a divested business, such as lawsuits, tax liabilities, or other matters. Under these types of arrangements, performance by the divested business or other conditions outside of our control could affect our financial condition or results of operations. Our revenues are highly dependent on the health of the travel industry and declines in or disruptions to the travel industry such as those caused by economic conditions, terrorism or acts of gun violence, political strife, severe weather events and other natural disasters, war, and pandemics may adversely affect us. Declines in or disruptions to the travel industry **including in regions and locations where we have a significant number of resorts** have in the past adversely impacted us and any future declines or disruptions are also likely to adversely impact us. Risks affecting the travel industry can be localized events or global in nature and **may** adversely impact decisions by consumers to use and consume travel services and products, including: economic factors such as economic slowdown and recession ~~,~~ **;** increased cost of living and reduced discretionary income (including due to ~~current~~ inflationary pressures and ~~rising interest rates~~ **current higher borrowing costs**), and ~~high~~ **potential for increased** unemployment rates; terrorist incidents and threats and associated heightened travel security measures; acts of gun violence or threats thereof; war, other hostilities, and political and regional strife (including the risk that the current conflict between Ukraine and Russia **or the conflict in the Middle East** expands in a manner that significantly impacts our business and operations); natural disasters such as hurricanes, fires, floods, earthquakes, and ~~volcano~~ **volcanic** eruptions; concerns with **high rates of infection** , ~~and~~ increased governmental regulations **or restrictions on and recommendations and warnings against travel** in ~~response to~~ **certain regions** , **and the associated economic disruption due to** pandemics, contagious diseases or health epidemics such as **occurred during** the ~~continuing~~ COVID- 19 pandemic; environmental disasters; lengthy power outages; increased pricing, financial instability and capacity constraints of air carriers; airline job actions and strikes; and **potential for** increases in gasoline and other fuel prices such as experienced in 2022. Climate change is also associated with extreme weather conditions and other natural disasters, such as increased frequency and severity of hurricanes, storms and floods, coastal erosion and flooding due to higher sea levels, increased temperatures, increased forest fires, and other factors that may adversely impact the accessibility or desirability of travel to certain locations, including areas where we or our affiliated resort owners have properties. Additionally, increased regulations related to climate change could have an adverse impact on the leisure travel industry generally. Further, Travel Leisure Co. develops and manages resort properties and provides its exchange and travel club members access to resort properties throughout the world, a portion of which are in areas with greater exposure to the adverse effects of severe weather events and other natural disasters associated with climate change due to their location in coastal areas or states where wildfires are common, which could cause such resorts to suffer greater adverse effects from those events than the leisure travel industry faces in general. Based upon insurable property values as of December 31, ~~2022~~ **2023** , approximately ~~35~~ **37** % of our managed properties are located in Tier I windstorm exposure areas, **23** ~~approximately 20 % are located in areas with a high level of flood risk, and approximately 20~~ % are located in high- risk wildfire- prone states **, and 20 % are located in areas with a high level of flood risk** . In addition, based on the water risk assessment we conducted in ~~2021~~ **2023** , we identified ~~71~~ **53** managed resorts in high or extremely high **water** - ~~water~~ stressed locations. Properties in these areas have in the past closed, and may in the future close, due to such extreme weather events and such closures may be extended for prolonged periods following such weather events while any major damage is remedied and / or major renovations are undertaken and completed. Concern with climate change may also impact customer preferences for future timeshare purchases, including potential decreased customer preference for geographic areas that may be viewed as ~~an~~ **subject to** increased climate change risk. Any of the foregoing disruptions would **also** likely adversely affect our affiliated resorts, our RCI affiliates and other developers of vacation ownership resorts and timeshare property owner associations **in the impacted location (s)** , and our **travel clubs** ~~new business extensions~~ , thereby impacting our operations and financial results. We are subject to numerous business, financial, operating and other risks common to the timeshare industry and the leisure travel industry more broadly, any of which could reduce our revenues and our ability to make distributions and limit opportunities for growth. Our business is subject to numerous business, financial, operating and other risks common to the timeshare industry and the leisure travel industry more broadly, such as adverse changes with respect to any of the following: • consumer travel and vacation patterns and consumer preferences; • increased or unanticipated operating costs, including as a result of recent inflationary pressures, and which may not be offset on a timely basis, or at all, by our ability or actions to increase our product pricing or maintenance fees; • increased energy costs, labor shortages and increased labor costs as ~~a result of inflation as~~ well as increases in minimum wage and health- care related costs, which may not be fully offset by price or fee increases in our business or otherwise; • product and supply chain disruptions; • desirability of geographic regions where resorts in or affiliated with our businesses are located; • the supply and demand for exchange services and products, and travel subscription services and products; • our ability to accurately plan for **, predict,** and satisfy future timeshare inventory needs, which ~~was~~ **can be** adversely impacted by ~~the~~ **events and occurrences that** ~~effect~~ **affect** ~~of~~ **vacation ownership tours and VOI sales, such as the** COVID- 19 **pandemic** ~~on vacation ownership tours and VOI sales~~ , as well as timely acquire and balance our supply of new and existing timeshare properties with consumer demand for those properties; • our ability to continue to attract customers for VOI purchases and upgrades at the levels we expect; • our ability to operate our affiliated resorts and conduct tours of our properties; • seasonality in our businesses, which may cause fluctuations in our operating results; • the availability of acceptable financing and the cost of capital as they apply to us, our customers, our RCI affiliates and other developers of vacation ownership resorts and timeshare property owner associations; • the quality of the services provided by affiliated resorts and properties in our exchange business or resorts in which we sell VOIs or by participants in the Wyndham Rewards loyalty program, which may adversely affect our image, reputation and brand value; • success of any actions we may take to increase our exchange membership levels **; • our ability to develop and maintain relationships with marketing partners** ; • market perception of the timeshare industry and our ability to effectively respond to any reputational issues that may arise from negative publicity from social media postings or media reports, which could damage our brands; • our ability to develop and maintain positive relations and contractual arrangements with VOI owners, current and potential vacation exchange members, resorts with units that are exchanged through our exchange business and timeshare property owner associations; • organized labor activities and associated litigation; • adverse economic factors impacting the financial health of customers, which has impaired and could continue to impair our ability to collect outstanding fees or other amounts due or otherwise exercise our contractual rights; • our effectiveness in keeping pace with technological developments (including with respect to social media platforms) as well as any failure to timely upgrade our technology infrastructure and efficiently manage upgrade projects to achieve our strategic planning expectations and to meet changing customer preferences and customer interfacing needs; • our ability to effectively use data to achieve market intelligence and develop, manage and grow our core operations and strategic initiatives using such data and market intelligence; • our ability to offer acceptable customer pricing for products and services, including in a time of **economic uncertainty** ~~current recession concerns~~ and higher ~~interest rates~~ **borrowing costs** ; • our ability to identify, obtain, train and retain industry specific talent (including digital, sales, marketing, and operational leadership skills) to execute our growth strategy and to address customer satisfaction; • disruptions, including non- renewal or termination of agreements, in relationships with third parties (including marketing alliances **, loyalty programs** and **other** affiliations with ~~e- commerce channels~~ **third parties, including Wyndham Hotels**); • owners or other developers that have development advance notes with us, or who have received loans or other financial arrangements incentives from us, who have experienced and may continue to experience financial difficulties; • decrease in the supply of available exchange accommodations due to, among other reasons, a decrease in inventory included in the system (including as a result of severe weather events **, including in 2022 and 2023** , ongoing property renovations or a decrease in member deposits) could adversely affect our exchange business; • the viability of property owners' associations that we manage and the maintenance and refurbishment of vacation ownership properties, which depend on property owners associations levying sufficient maintenance fees and the ability of members to pay such maintenance fees, particularly in times of economic downturn; • decrease in or delays or cancellations of planned or future development or refurbishment projects, whether due to budgetary constraints of property owners' associations or otherwise, and the complexity with regard to removing properties from timeshare regimes when they can no longer be sustainably maintained; • increases in maintenance fees, which could cause our product to become less attractive or less competitive; • the level of unlawful or deceptive third- party VOI resale schemes, which could damage our reputation and brand value; • difficulties associated with obtaining required approvals to develop vacation ownership properties, liability under state and local laws with respect to any construction defects in the vacation ownership properties we develop, and risks related to real estate project development costs and completion; • private resale of VOIs and the sale of VOIs on the secondary market, which could adversely affect our vacation ownership resorts and exchange business; • disputes with owners of VOIs, property owners associations, and vacation exchange affiliation partners, which may result in litigation and the loss of management contracts; • laws, regulations and legislation internationally and domestically, and on a federal, state or local level, concerning the leisure travel industry, which may make the operation of our business more onerous, more expensive or less profitable; • our failure or inability to adequately protect and maintain our trademarks and other intellectual property rights; and • consumers increased use of third- party internet travel intermediaries and peer- to- peer online networks to search for and book their lodging accommodations, which could adversely affect our vacation ownership and vacation exchange brands, travel subscription businesses, reservation systems, bookings and rates. Any of these factors could increase our costs, reduce our revenues and profitability and otherwise adversely impact our opportunities for growth. that occurred during the COVID- 19 pandemic and that generally occur during recessionary periods,could result in increased payment defaults and delinquencies.When defaults or delinquencies occur during the early part of the loan amortization period,we may not have recovered the marketing,selling,administrative and other costs associated with such VOIs.Additional costs are incurred in connection with the resale of repossessed VOIs,and the value we recover in a resale is not in all instances sufficient to cover the outstanding debt on the defaulted loan.During 2020,in response to COVID- 19,we substantially increased our loan loss allowance on our vacation ownership receivables portfolio.In the future,we Failure to maintain the integrity of internal or customer data or to protect our systems from cyber- attacks could disrupt our business, damage our reputation, and subject us to significant costs, fines or lawsuits. In connection with our business, we and our service providers collect and retain large volumes of certain types of personal and proprietary information pertaining to our guests, shareholders **,** and employees. Such information includes, but is not limited to, large volumes of guest credit and payment card information, guest travel documents, other identification documents, account numbers, and other personally identifiable information. We are subject to attack by cyber- criminals operating on a global basis attempting to gain access to such information, and the integrity and protection of that guest, shareholder, and employee data is critical to us. While we maintain what we believe are reasonable security controls over personal and proprietary information (including the personal information of guests, shareholders, and employees), ~~any breach~~ **breaches** of or ~~breakdown~~ **breakdowns** in our systems that ~~results~~ - **result** in the theft, loss, fraudulent use or other unauthorized release of personal, confidential or other proprietary information **,** or other data **have occurred in the past and may occur again in the future. In addition, any such cyber-attacks** could ~~nevertheless occur and~~ persist for an extended period of time without detection, which could have a material adverse effect on our brands, reputation, business, financial condition and results of operations, as well as subject us to significant regulatory actions and fines, litigation, losses, third- party damages and other liabilities. Such a breach or a breakdown could also materially increase our costs to protect such information and to protect and insure against such risks. Our and our third- party service providers' vulnerability to attack exists in relation to known and unknown threats. As a consequence, the security measures we deploy are not perfect or impenetrable, and we may be unable to anticipate or prevent all unauthorized access attempts made on our systems or those of our third- party service providers. Data breaches and other serious cyber incidents have increased globally, along with the methods, techniques and complexity of attacks, including use of viruses, ransomware and other malicious software, phishing and other efforts to discover and exploit any design flaws, bugs or other security vulnerabilities. Continued geopolitical turmoil (including the ongoing conflict between Russia and Ukraine **and the ongoing conflict in the Middle East**) has heightened the risk of cyber- attacks. We have **experienced** ~~been,~~ and likely will continue to ~~be~~ **experience** , ~~subject to~~ such cyber- attacks. Also, the same cyber security threats exist for the third parties with whom we interact and share information, and cyber- attacks on third parties which possess or use our customer, personnel and other information ~~could~~ **have in the past** adversely ~~impact~~ **impacted** us in the same way as ~~would~~ a direct cyber- attack on us. Additionally, we also currently have a hybrid work environment in which many corporate associates work both in the office and remotely on an ongoing basis. The increase in the number of our associates working remotely has increased certain risks to our business, including increased demand on our information technology resources and systems, and greater potential for phishing and other cybersecurity attacks. While to date ~~we~~ **no such cyber- attacks** have ~~not incurred~~ **had, individually or in the aggregate,** any known material adverse impact on our operations or financial results ~~as a result of a cyber- attack~~ , we cannot guarantee that cyber- attacks have not gone generally undetected or without general recognition of magnitude or will not **continue to** occur in the future, any of which could materially adversely affect our brands, reputation, consumer confidence in us, costs **,** and profitability. Our information technology infrastructure (including our, and our third- party service providers', information systems and legacy proprietary online reservation and management systems) has been and will likely continue to be vulnerable to system failures such as server malfunction or software or hardware failures, computer hacking, phishing attacks, user error, cyber- terrorism, loss of data, computer viruses, ransomware and malware installation, and other intentional or unintentional interference, negligence, fraud, misuse and other unauthorized attempts to access or interfere with these systems and our personal and proprietary information. In addition, as we continue to transition from our legacy systems to new, cloud-based technologies and other technology systems, we may continue to face issues that may negatively impact guests, other individuals and third parties. In addition, **as we pursue new initiatives that are designed to improve our operations and cost structure, the expansion and** implementation of new technologies and systems **(including artificial intelligence (" AI ") technologies)** carries significant potential risks, including failure to operate as designed, potential loss of or corruption of information, changes in security processes, implementation delays, and disruption of operations. The increased scope and complexity of our information technology infrastructure and systems could contribute to the risk of future material security breaches or breakdowns, any of which could have a material adverse impact on our business, brands, reputation **,** and results of operations **. Further, if we fail to assess and identify cybersecurity risks associated with acquisitions and new initiatives, we may become increasingly vulnerable to such risks** . Additionally, we are subject to federal, state, and international laws and regulations relating to the collection, use, retention, security and transfer of personally identifiable information and individual payment data. The information, security and privacy requirements imposed by such laws and regulations are constantly evolving and are becoming increasingly demanding in the U. S. **, both at the federal** and **state levels, and in** other jurisdictions where we operate. Aspects of these laws and regulations, as well as their enforcement, remain unclear, and foreign laws and regulations are often more restrictive or burdensome than those in the U. S. Moreover, we have incurred and will likely continue to incur significant costs relating to compliance with these laws and regulations, including costs related to updating certain business practices and systems. Further, any changes to laws or regulations, including new restrictions or requirements applicable to our business, or an increase in enforcement of existing laws and regulations **, such as restricting use or sharing of consumer data, including for marketing or advertising or limiting the use of, limiting our ability to provide certain consumer data to our customers, or otherwise regulating AI and machine learning (including the use of algorithms and automated processing)** , could expose us to additional costs and liability. In addition, should we violate or not comply with any applicable laws, regulations, contractual requirements relating to data security and privacy, or with our own privacy and security policies, either intentionally or unintentionally, or through the acts of intermediaries, it could have a material adverse effect on our brands, marketing, reputation, business, financial condition **,** and results of operations, as well as subject us to significant fines, litigation, losses, third- party damages and other liabilities. ~~Our international operations are subject~~ **We rely on information technologies and systems** to **operate** ~~additional risks not generally applicable to our domestic operations. Our international operations are subject to numerous risks, including exposure to local economic conditions; potential adverse changes in the diplomatic relations of foreign countries with the U. S.; hostility from local populations; political instability; threats or~~ **our** ~~acts of war, hostilities, or terrorism; the effect of disruptions caused by severe weather, natural disasters, outbreak of disease or other events that make travel to a particular region less attractive or more difficult; the presence and acceptance of varying levels of~~ business **, which involves reliance** ~~corruption in international markets and the effect of various anti-corruption and other laws; restrictions and taxes~~ on the withdrawal of foreign investment and earnings...... adverse macro or personal economic conditions, third- party ~~organizations that encourage defaults~~ service providers and on uninterrupted operation of service facilities.We rely on information technologies and systems to operate our business,which involves reliance on third- party service providers and on uninterrupted operation of service facilities,including those used for our travel ~~subscription~~ **clubs** businesses,reservation systems,payments systems,vacation exchange systems,property management,communications,procurement,member record databases,call centers,operation of our loyalty programs and administrative systems.We also maintain physical facilities to support these systems and related services.Our backup systems and disaster recovery systems,or those of our third- party service providers,may be insufficient to address or prevent breakdown of systems,loss of critical information or prolonged interruption.A natural disaster,cyberattack,disruption or other impairment in our technology capabilities and service facilities (including IT systems,data centers and backup systems,or those of our third-party service providers) could result in denial or interruption of service,significant investment in resources to restore and remedy such systems,prolonged outages and interruption,financial losses,customer claims,litigation or damage to our reputation , or otherwise **harm our business** ~~, which necessitates increases in loan loss reserves~~ and **financial results** ~~adversely affects loan portfolio performance~~ . In addition, ~~in order~~ **any failure of our ability** to ~~accelerate~~ **provide our reservation systems, as a result of failures related to us or our third- party providers, may deter prospective resort owners from entering into agreements with us, and may expose us to liability from** ~~the~~ **other parties with whom** ~~growth of consumer financing income,~~ we have **contracted** ~~recently taken actions~~ to ~~increase the percentage of the sale amount of VOIs that~~ **provide reservation services. Similarly, any failure to keep pace with developments in technology and technology infrastructures (including continuing upgrades to our technology systems which interface with customers), which** is ~~financed~~ **a significant part of our business, could impair our operations, financial results and competitive position. Further, any failure to keep pace with new or innovative use of technologies (including digital technologies within the leisure travel and timeshare**

industry) could adversely impact our competitive position and future prospects. Our industry is marked by ~~owners~~ **rapid technological developments and innovations (such as the use of AI and machine learning) and evolving industry standards. The development** , ~~which we also expect to increase~~ **adoption and use for AI and machine learning technologies are still in** ~~the~~ **their** ~~loan loss provision~~ **early stages and the development of AI technologies is complex, involving technical challenges** associated with ~~such~~ **achieving the desired level of accuracy, efficiency, and reliability. Developing, testing, and deploying resource- intensive AI systems may require additional investment and** ~~increased~~ - **increase our costs** ~~financed amount. Financial difficulties of owners~~ and ~~customers, such~~ **any failure of our business continuity planning** as **to any of** ~~those~~ **these matters** that occurred during the COVID- 19...... portfolio. In the future, we could have **a material** ~~to increase our loan loss allowance above average historic levels again, whether due to COVID- 19,~~ adverse **impact on** ~~economic conditions generally, or~~ **our** ~~other causes~~ **business, brand, and financial results** . **Risks Related to Indebtedness and Tax Treatment** We are subject to certain risks related to our indebtedness, hedging transactions, securitization of certain of our assets, surety bond requirements, the cost and availability of capital and the extension of credit by us. We are a borrower of funds under credit facilities, credit lines, senior notes, and term ~~loan~~ **loans** and securitization financings. We use financial instruments to reduce or hedge our financial exposure to the effects of currency and interest rate fluctuations from time to time. We are required to post surety bonds in connection with our development and sales activities. In connection with our debt obligations, hedging transactions, securitization of certain of our assets, surety bond requirements, the cost and availability of capital and the extension of credit by us, we are subject to numerous risks, including: • the interest rates being charged on recently issued and floating rate corporate debt and securitized debt have increased significantly beginning in 2022 and ~~increased~~ **higher** interest costs on our debt may continue in the future, and we may not be able to pass along the full amount of such ~~increases~~ **costs** to purchasers of VOIs to whom we provide financing; • our cash flows from operations or available lines of credit may be insufficient to meet required payments of principal and interest, which could result in a default and acceleration of the underlying debt and other debt instruments that contain cross- default provisions; • we may be unable to comply with the terms of the financial covenants under our revolving credit facility or other debt agreements, including a breach of the financial ratio tests, which could result in a default and acceleration of the underlying debt and under other debt and financial instruments that contain cross- default provisions; • our leverage may adversely affect our ability to obtain additional financing on favorable terms or at all; • our leverage requires the dedication of a significant portion of our cash flows to the payment of principal and interest thus reducing the availability of cash flows to fund working capital, capital expenditures, dividends, share repurchases or other operating needs; • negative ratings and / or downgrades of our debt by rating agencies could increase our borrowing costs and prevent us from obtaining additional financing on favorable terms or at all; • failure or non- performance of counterparties to foreign exchange and interest rate hedging transactions could result in losses; • an inability to securitize our vacation ownership loan receivables on terms acceptable to us or at all because of, among other factors, the performance of the vacation ownership loan receivables, adverse conditions in the market for vacation ownership loan- backed notes and asset- backed notes in general, and the risk that the actual amount of uncollectible accounts on our securitized vacation ownership loan receivables and other credit we extend is greater than expected; • our liquidity, as it relates to our vacation ownership contract receivables (" VOCRs ") securitization program, could be adversely affected if we were to fail to renew or replace our conduit facilities on their expiration dates, or if a particular receivables pool were to fail to meet certain ratios, which could occur in certain instances if the default rates or other credit metrics of the underlying VOCRs deteriorate. Our ability to sell securities backed by our VOCRs depends on the continued ability and willingness of capital market participants to invest in such securities, which may be negatively affected by economic conditions, the credit quality of our VOCRs pools, and other market dynamics; • breach of portfolio performance triggers under securitization transactions which if violated may result in a disruption or loss of cash flow from such transactions; • a reduction in commitments from surety bond providers, which may impair our Vacation Ownership business by requiring us to escrow cash in order to meet regulatory requirements of certain states; • prohibitive or increased cost, or inadequate availability, of capital could restrict the development or acquisition of vacation ownership resorts by us and the financing of purchases of VOIs; • increases in interest rates on consumer financing to VOI purchasers could diminish our VOI sales; and • disruptions in the U. S. or global financial markets, and the failure of financial institutions that support our credit facilities, general economic conditions and market liquidity factors outside of our control, which may limit our access to short- and long- term financing, credit and capital. Changes in U. S. federal, state and local or foreign tax law, interpretations of existing tax law, or adverse determinations by tax authorities, could increase our tax burden or otherwise adversely affect our financial condition or results of operations. We are subject to taxation at the federal, state and local levels in the U. S., and various other countries and jurisdictions. Our future effective tax rate and future cash flows could be affected by changes in the composition of earnings in jurisdictions with differing tax rates, changes in statutory rates and other legislative changes, changes in the valuation of our deferred tax assets and liabilities, changes in determinations regarding the jurisdictions in which we are subject to tax, and our ability to repatriate earnings from foreign jurisdictions. From time to time, U. S. federal, state and local, and foreign governments make substantive changes to tax rules and their application. For example, **effective beginning for** the ~~recently enacted~~ **2023 tax year, the** Inflation Reduction Act of 2022 ~~includes~~ **made** changes to the U. S. corporate income tax system **,** including a 15 % minimum tax on adjusted financial statement income for certain large corporations and a 1 % excise tax on share repurchases. ~~These changes~~ **We currently** are ~~effective beginning for the 2023 tax year. We do~~ not ~~currently expect to be~~ subject to the **15 %** minimum tax, but we will continue to monitor as this could change ~~. We are subject to the 1 % excise tax to the extent of future share repurchases. We are still evaluating the impact of the other provisions on our business~~ . Further changes to the tax laws may be contemplated both in the U. S. and certain other countries, which could result in materially higher corporate taxes than would be incurred under existing tax law and could otherwise adversely affect our financial condition or results of operations. The international tax environment remains highly uncertain and increasingly complex as evidenced by initiatives put forth by the Organization for Economic Co- operation and

Development (“ OECD ”), which includes the introduction of a global minimum tax at a rate of 15 % under the OECD’ s Pillar Two rules. The OECD continues to release additional guidance on these rules and ~~suggests~~ **has indicated** enactment **is expected** to take effect in ~~2023 and~~ 2024. **European Union member states agreed to implement the OECD’ s Pillar Two rules with effective dates of January 1, 2024 and January 1, 2025, for different aspects of the directive and most have already enacted legislation. A number of other countries are also implementing similar legislation.** We **are currently in the process of evaluating the impact of this on our consolidated financial statements, and we** continue to monitor **closely other countries that may enact** these **rules. These changes** ~~proposals closely and, if enacted by various countries in which we do business, they~~ may increase our taxes in the applicable jurisdictions or cause us to change the way we operate our business and result in increased taxation of our international earnings. We are subject to ongoing and periodic tax audits and disputes in U. S. federal and various state, local **,** and foreign jurisdictions. An unfavorable outcome from any tax audit could result in higher tax costs, penalties and interest, thereby adversely affecting our financial condition or results of operations. We are ~~subject to risks related to litigation~~ **responsible for certain of Cendant' s contingent and other corporate liabilities** . ~~We are subject~~ **Under the separation agreement and the tax sharing agreement that we executed with Cendant (now Avis Budget Group) and former Cendant units, Realogy (now Anywhere Real Estate Inc.) and Travelport, Wyndham Worldwide and Realogy generally were responsible for 37. 5 % and 62. 5 % of certain of Cendant’ s contingent and other corporate liabilities and associated costs, including certain contingent and other corporate liabilities of Cendant or its subsidiaries** to **the extent incurred on or prior to August 23, 2006. As** a ~~number~~ **result** of ~~claims and legal proceedings and the risk of future litigation as described in these~~ -- **the completion of** ~~Risk Factors and throughout this report and as may be updated in subsequent SEC filings from time to time, including with respect to Cendant and~~ the Spin- off ~~. See further discussion in Note 19 — Commitments~~ **, Wyndham Hotels agreed to retain one- third of Cendant’ s contingent** and ~~Contingencies~~ **other corporate liabilities** and ~~Note 27 — Transactions~~ **associated costs; therefore, we are responsible for 25 % of these liabilities and costs subsequent to the Spin- off. These liabilities include those relating to certain of Cendant’ s terminated or divested businesses, the Travelport sale, certain Cendant- related litigation, actions** with ~~Former Parent~~ **respect to the separation plan and payments under certain contracts that were not allocated to any specific party in connection with the separation. If any party responsible for the liabilities described above were to default on its obligations, each non- defaulting party would be required to pay** ~~and~~ - **an** ~~Former Subsidiaries to~~ **equal portion of** the ~~Consolidated Financial Statements~~ **amounts in default. Accordingly, we could under certain circumstances be obligated to pay amounts in excess of our share of the assumed obligations related to such liabilities, including associated costs** . We **may incur impairment charges** ~~cannot predict with certainty the ultimate outcome or~~ related ~~such liabilities,including associated costs.We may incur impairment charges related~~ to the fair value of our assets.Changes to estimates or projections used to assess the fair value of our assets or operating results that are lower than our current estimates may cause us to incur impairment losses and require us to write- off all or a portion of the remaining value of our goodwill or other intangibles of companies we have acquired.Our total assets include goodwill and other intangible assets.We evaluate our goodwill for impairment on an annual basis or at other times during the year if events or circumstances indicate that it is more likely than not that the fair value is below the carrying value.We may be required to record a significant non- cash impairment charge in our financial statements during the period in which any impairment of our goodwill,other intangible assets or other assets is determined,negatively impacting our results of operations and shareholders' equity. ~~The COVID- 19 pandemic significantly~~ **Risks Related to Legal,Regulatory and Reputational Matters** ~~negatively~~ -- **Negative** ~~affected~~ **public perception regarding our industry could have an adverse effect on** our operations **.Negative** ~~and COVID- 19 or other~~ public **perception regarding** ~~health crises may significantly negatively affect~~ our ~~future business,financial condition and results of operations.COVID- 19 led to significant disruptions in the global and U.S.economy,in the leisure travel~~ industry **resulting from,among other things,consumer complaints regarding sales** and ~~in~~ **marketing practices,consumer financing arrangements,and restrictions on exit related to** our ~~business.The ongoing~~ **products,as well as** negative ~~effects of~~ **comments on social media,could result in increased regulatory scrutiny,which could result in reputational** ~~damages~~ - **damage, more onerous laws, regulations, guidelines** and **enforcement interpretations in jurisdictions in which we operate. These actions may lead to operational delays or restrictions, as well as increased operating** costs **, regulatory burdens and risk** of litigation ~~and other proceedings filed or asserted by or against us. Unfavorable rulings or outcomes in litigation and other proceedings may harm our business~~ . Our business is subject to extensive regulation and the cost of compliance or failure to comply with such regulations may adversely affect us. Our business is regulated by federal, state and local governments in the countries in which we operate. In addition, U. S. and international, federal, state and local regulators may enact new laws and regulations that may reduce our revenues, cause our expenses to increase or require us to modify our business practices substantially. We are, and may be in the future, subject to regulatory inquiries and investigations from time to time arising under laws and regulations applicable to our business, including, among others, those governing timeshare (including required government registrations), consumer financings and other lending, information security, data protection and privacy, credit card and payment card security standards, marketing, sales, consumer protection and advertising, unfair and deceptive trade practices, fraud, bribery and corruption, telemarketing (including do- not- call and call- recording regulations), licensing, labor, employment, anti- discrimination, health care, health and safety, accessibility, immigration, gaming, environmental (including climate change) and remediation, intellectual property, securities, stock exchange listing, accounting, tax and regulations applicable under the Dodd- Frank Act, Office of Foreign Asset Control, Americans with Disabilities Act, the Sherman Act, the Foreign Corrupt Practices Act and local equivalents in international jurisdictions (including the United Kingdom Bribery Act). As a result, we may be subject to actions, fines, civil and / or criminal penalties, injunctions and potential criminal prosecution. In the past, when we have been subjected to regulatory inquiries or investigations, the amount of the fines involved were not material to our business, financial condition or results of operations. However, future fines, penalties or other remedies that regulators might seek to impose could materially adversely affect our business, financial condition or results of operations. The insurance we carry may not always pay, or be sufficient to pay or reimburse us, for our liabilities, losses or replacement costs. We carry insurance for general liability, property, business interruption, cyber security, directors and officers (" D & O "), and other insurable risks with respect to our business operations. We also self- insure for certain risks up to certain monetary limits. The terms and conditions or the amounts of coverage of our insurance may not at all times be sufficient to pay or reimburse us for the amount of our liabilities, losses or replacement costs. There are risks for which we do not carry insurance for the full range of possible outcomes or at all concerning a potential loss or liability, due to the cost, availability or terms and conditions of such insurance. As a result, we may incur liabilities or losses in the operation of our business that are substantial and not sufficiently covered by the insurance we maintain, or at all, which could have a material adverse effect on our business, financial condition and results of operations. Following the significant property and casualty losses incurred by the insurance industry due to hurricanes, fires, cyber security breaches and other events, as well as market dynamics (such as those resulting from the recent rapid increase in interest rates), insurance costs have increased and may be higher (and availability may be lower) in future periods. In addition, the effects of climate change, such as increased storm intensity, increased wildfires and rising sea levels, have increased and may in the future increase the cost and decrease the available coverage levels of property insurance, particularly in certain geographies . We rely on information technologies and......, inefficiency, or internal control failures . We are subject to risks related to environmental, social and governance activities. Many factors influence our reputation and the value of our brands, including the perception held by our customers and other key stakeholders and the communities in which we do business. Our business faces increasing scrutiny related to environmental, social and governance activities and risk of damage to our reputation and the value of our brands if we fail to act responsibly or comply with regulatory requirements in a number of areas, such as business ethics and compliance, safety and security, responsible tourism, public health, environmental stewardship and sustainability, supply chain management, climate change, diversity, human rights and modern slavery, philanthropy and support for local communities. We have publicly stated our goals related to environmental sustainability, which include reducing our water intensity and GHG emissions (Scope 1 Scope 2) and increasing our renewable energy consumption at our owned, managed, and leased assets. In part, we must work through applicable property owners' associations that we do not control to achieve these goals. We may also take additional actions related to climate change and environmental sustainability voluntarily or in response to increased regulations in the future that would materially increase the costs to develop and operate our resorts, which could have an adverse impact on our profitability even though such actions may be necessary to increase the long- term sustainability of our business. We also must continue to develop appropriate internal and disclosure controls designed to ensure that our disclosed achievements against our environmental goals are accurately reported. Current and future international operations expose us to additional challenges and risks that may not be inherent in operating solely in the U. S. due to different social or cultural norms and practices that are not customary in the U. S., geographical distance and language barriers, including our ability to sell products and services, enforce intellectual property rights and staff and manage operations . We are responsible for certain of...... that we identify in this Item 1A . Risks Related to the Spin- Off Our success depends in part on our ongoing relationship with Wyndham Hotels. In connection with the Spin- off, we entered into a number of agreements with Wyndham Hotels that govern the ongoing relationships between Wyndham Hotels and Travel Leisure Co. following the Spin- off. Our success depends, in part, on the maintenance of these ongoing relationships with Wyndham Hotels as well as Wyndham Hotels' performance of its obligations under these agreements. If we are unable to maintain a good relationship with Wyndham Hotels, or if Wyndham Hotels does not perform its obligations under these agreements, fails to protect the trademarks, trade names and intellectual property that we license from it or if these brands deteriorate or materially change in an adverse manner, or the reputation of these brands declines, our brand may be negatively affected, our profitability and revenues could decrease and our growth potential may be adversely affected. We also have successfully utilized and leveraged our relationship with Wyndham Hotels' loyalty program and any cessation of or adverse change in that loyalty program could be expected to materially adversely impact our business, growth strategy and financial results. We are responsible for certain contingent and other corporate liabilities incurred prior to the Spin- off. In accordance with the agreements we entered into with Wyndham Hotels in connection with the Spin- off, Wyndham Hotels assumed one- third and Travel Leisure Co. assumed two- thirds of certain contingent and other corporate liabilities of Wyndham Worldwide incurred prior to the Distribution, including liabilities of Wyndham Worldwide related to certain terminated or divested businesses, certain general corporate matters, and any actions with respect to the separation plan. See Note 27 — Transactions with Former Parent and Former Subsidiaries to the Consolidated Financial Statements for a description of our obligations related to Wyndham Hotels. If Wyndham Hotels was to default on its obligations, we would be required to pay the amounts in default. Accordingly, we could under certain circumstances be obligated to pay amounts in excess of our share of the assumed obligations related to such liabilities, including associated costs. Certain directors who serve on our Board also serve on the board of directors of and own common stock of Wyndham Hotels. Certain directors who serve on our Board currently serve as directors of and / or own shares of common stock of Wyndham Hotels, which may create, or appear to create, conflicts of interest, in particular when our or Wyndham Hotels' management and directors face decisions that could have different implications for us and Wyndham Hotels, including the resolution of any issue regarding the terms of the agreements governing the Spin- off or governing the relationship between us and Wyndham Hotels or any other commercial agreements entered into in the future between Travel Leisure Co. and Wyndham Hotels. If the Distribution, together with certain related transactions, were to fail to qualify as a reorganization for U. S. federal income tax purposes under Sections 368 (a) (1) (D) and 355 of the Code, then our shareholders, we and Wyndham Hotels might be required to pay substantial U. S. federal income taxes. In conjunction with the Distribution, we received opinions of our Spin- off tax advisors to the effect that, subject to the assumptions and limitations described therein, the Distribution, together with certain related transactions, will qualify as a reorganization for U. S. federal income tax purposes under Sections 368 (a) (1) (D) and 355 of the Code in which no gain or loss is recognized by us or our shareholders, except, in the case of our shareholders, for cash received in lieu of fractional shares. The opinions of our Spin- off tax advisors were based on and relied on, among other things, certain assumptions as well as on the continuing accuracy of certain factual representations and statements that we and Wyndham Hotels made to the Spin- off tax advisors and certain covenants that Travel Leisure Co. and Wyndham Hotels entered into, including covenants contained in the Tax Matters Agreement. If any of these representations or statements are or become inaccurate or incomplete, or if Travel Leisure Co. or Wyndham Hotels breach any of such covenants, the Distribution and such related transactions might not qualify for such tax treatment. The opinions of the Spin- off tax advisors are not binding on the IRS or a court, and there can be no assurance that the IRS will not challenge the validity of the Distribution and such related transactions as a reorganization for U. S. federal income tax purposes under Sections 368 (a) (1) (D) and 355 of the Code eligible for tax- free treatment, or that any such challenge ultimately will not prevail. In addition, we received a private letter ruling from the IRS regarding certain U. S. federal income tax aspects of transactions related to the Spin- off (the " IRS Ruling "). Although the IRS Ruling generally is binding on the IRS, the continued validity of the IRS Ruling will be based upon and subject to the continuing accuracy of factual statements and representations made to the IRS by us. The IRS Ruling is limited to specified aspects of the Spin- off under Sections 355 and 361 of the Code and does not represent a determination by the IRS that all of the requirements necessary to obtain tax- free treatment to holders of our common stock and to us have been satisfied. If the Distribution does not qualify as a tax- free transaction for any reason, including as a result of a breach of a representation or covenant, we would recognize a substantial gain attributable to Wyndham Hotels for U. S. federal income tax purposes. In such case, under U. S. Treasury regulations, each member of our consolidated group at the time of the Spin- off (including the hotel business) would be jointly and severally liable for the entire resulting amount of any U. S. federal income tax liability. Additionally, if the distribution of the common stock of Wyndham Hotels does not qualify as tax- free under Section 355 of the Code, our shareholders will be treated as having received a taxable distribution. ~~General Risk~~ **Risks** ~~Factors~~ Related to **the Ownership of** Our Common Stock The trading price of our shares of common stock may continue to fluctuate. The trading price of our common stock may continue to fluctuate depending upon many factors, some of which may be beyond our control, including our quarterly or annual earnings or those of other companies in our industry; customer acceptance and success of our ~~new business extensions~~ **strategic growth initiatives** ; actual or anticipated fluctuations in our operating results due to seasonality, economic conditions, including increased inflation and higher interest rates, and other factors related to our business; our credit ratings; announcements by us or our competitors of significant acquisitions or dispositions; lower than expected earnings or revenues or outlook for such financial measures, changes in earnings or revenues estimates by us or by securities analysts or our ability to meet those estimates; the operating and stock price performance of comparable companies; and overall market fluctuations. Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock. Provisions in our certificate of incorporation and by- laws and under Delaware law may prevent or delay an acquisition of Travel Leisure Co. which could impact the trading price of our common stock. Our certificate of incorporation and by- laws and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids. These provisions include that shareholders do not have the right to act by written consent, rules regarding how shareholders may present proposals or nominate directors for election at shareholder meetings, the right of our Board ~~of Directors~~ to issue preferred stock without shareholder approval and limitations on the right of shareholders to remove directors. Delaware law also imposes restrictions on mergers and other business combinations between us and any holder of 15 % or more of our outstanding common stock. We believe these provisions protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board ~~of Directors~~ and by providing our Board ~~of Directors~~ with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our Board ~~of Directors~~ determines is not in the best interests of our company and our shareholders. We cannot provide assurance that we will continue to pay dividends or purchase shares of our common stock under our share repurchase program. There can be no assurance that we will have sufficient cash or surplus under Delaware law to be able to continue to pay dividends or purchase shares of our common stock under our share repurchase program. This may result from higher than anticipated cash expenses, actual expenses exceeding contemplated costs, funding of capital expenditures, need to fund acquisitions or expected acquisitions, increases in reserves or lack of available capital. Our Board ~~of Directors~~ may also reduce or suspend the payment of dividends or suspend our share repurchase program if it deems such action to be in the best interests of our shareholders, such as our Board did when it reduced our dividend and suspended our share repurchase program in response to the COVID- 19 pandemic. Although we have since increased our dividend and resumed our share repurchase program, we cannot provide assurance that our Board ~~of Directors~~ will not need to consider limitations, reductions or other restrictions on share repurchases and dividends in the future.