

Risk Factors Comparison 2025-02-20 to 2024-02-22 Form: 10-K

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

You should carefully consider the following risk factors. If any of the events contemplated by the following discussion of risks should occur, our business, results of operations, financial condition, growth prospects and cash flows could suffer significantly. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business. Certain statements below are forward- looking statements. See “ Special Note Regarding Forward- Looking Statements ” in this Annual Report on Form 10- K. Risks Related to Our Wind Business A significant portion of our business is derived from a small number of customers, therefore any loss of or reduction in purchase orders, failure of these customers to fulfill their obligations or our failure to secure supply agreement renewals from these customers could materially harm our business. Substantially all of our revenues are derived from three wind blade customers. Vestas, GE Vernova and Nordex accounted for ~~35.24~~ **24.84**%, ~~24.34~~ **24.34**%, ~~6.9~~ **6.9**% and ~~30.33~~ **30.33**%, respectively, of our total net sales for the year ended December 31, ~~2023~~ **2024**, and ~~36.23~~ **25.0**%, ~~20.25~~ **25.0**% and ~~30.8~~ **30.8**% and ~~32.6~~ **32.6**%, respectively, of our total net sales for the year ended December 31, ~~2022~~ **2023**, and ~~30.37~~ **9.3**%, ~~29.21~~ **0.4**% and ~~25.33~~ **4.6**%, respectively, of our total net sales for the year ended December 31, ~~2021~~ **2022**. Accordingly, we are substantially dependent on continued business from our current wind blade customers. If one or more of our wind blade customers were to reduce or delay wind blade orders, file for bankruptcy or become insolvent, fail to pay amounts due or satisfactorily perform their respective contractual obligations with us or otherwise terminate or fail to renew their supply agreements with us, our business, financial condition and results of operations could be materially harmed. ~~Defects in materials and workmanship~~ **We do not have contractual volume commitments from our customers beyond 2025 and our customers may elect not to place new** wind blade orders with failures could harm our reputation, expose us to product warranty or **may elect to substantially reduce the volume of wind blades ordered from us due to market conditions and other** liability claims, decrease **external factors impacting the** demand for wind blades **we manufacture, or materially harm** existing....., financial condition and results of operations. Our supply agreements expire **at the end** between December of ~~2024~~ **2024** and December of 2025. ~~Some of~~ **Although we expect to extend** our supply agreements **beyond 2025, we currently do not have contractual commitments from our** contain provisions that allow for the early termination of these agreements upon the **customer customers to purchase wind blades beyond 2025** providing us with advance written notice and paying an early termination fee. Our supply agreements generally establish annual purchase requirements on which we rely for our future production and financial forecasts. However, the timing and volume of purchases, within certain parameters, may be subject to change by our customers. ~~The amount of the annual purchase requirements typically declines in the later years of our supply agreements. Our customers may not continue to maintain supply agreements with us in the future. For example, Vestas terminated its Yangzhou, China supply agreement at the end of 2022, even though it was set to expire at the end of 2023, and paid to us an early termination fee.~~ If one or more of our customers terminate or reduce the number of manufacturing lines and volumes of wind blades purchased, or fail to **enter into** renew **new purchase commitments** their supply agreements with us, it may materially harm our business, financial condition and results of operations. ~~Although a majority of~~ **Defects in materials and workmanship** our **or wind blade failures could harm our reputation** manufacturing facilities are located outside the U. S., **expose us to product warranty** our **or** business is still heavily dependent upon the **other liability claims, decrease** demand for wind energy in the U. S. **blades we manufacture, or materially harm existing or prospective customer relationships,** and **our reserves** any downturn in demand for **warranty expenses might not be sufficient to cover all future costs. Defects in the** wind energy **blades we manufacture are unpredictable and an inherent risk in** manufacturing **technically advanced** products that involve a significant amount of manual labor and processes. Defects may arise from multiple causes, including design, engineering, materials, manufacturing and component failures as well as deficiencies in our manufacturing processes. Under our supply agreements, we warranty the materials and workmanship of the wind blades while our customers are responsible for the fitness of use and design of the wind blades. We have experienced **multiple** wind blade failures and defects at some of our facilities **during the startup manufacturing phase of new products,** and we may experience failures or defects in the future. Wind blades that we have manufactured have also failed in the field. Any **wind blade failures or the other U. S. product defects in the future** could materially harm our **existing and prospective customer relationships. Specifically, negative publicity about the quality of the wind blades we manufacture or defects in the wind blades supplied to our customers could result in a reduction in wind blade orders, increased warranty claims and reserves, product liability claims and other damages or termination of our supply agreements or** business customers could result in a reduction in wind blade orders, increased warranty claims, product liability claims and other damages or termination of our supply agreements or business relationships with current or new customers. Any of the foregoing could materially harm our business, operating results and financial condition. We provide warranties for all of the wind blades and precision molding and assembly systems we produce, including parts and labor, for periods that typically range from two to five years depending on the product sold. **We also have offered extended warranties in certain situations to resolve outstanding warranty claims and may offer extended warranties to our customers in the future.** Our estimate of warranty expense requires us to make assumptions about matters that are highly uncertain, including future rates of product failure, repair costs, shipping and handling and de- installation and re- installation costs at customers’ sites. Our assumptions could be materially different from the actual performance of our products and these remediation expenses in the future. The expenses associated with wind blade repair and remediation activities can be substantial and may include changes to our manufacturing processes. If our estimates prove materially incorrect, we could incur warranty expenses that exceed our reserves, **increase our future warranty reserves,** and

we could be required to make material unplanned cash expenditures, which could materially harm our business, operating results and financial condition. We have experienced. We have experienced, developed a global footprint to serve the growing wind energy market worldwide and have could in the future experience, quality or operational issues in connection with plant construction, expansion or assumption which could result in losses and cause delays in our ability to complete our projects and may therefore materially harm our business, financial condition and results of operations. We dedicate most of the capacity of our current wind blade manufacturing facilities to existing customers and, as a result, we may need to build additional manufacturing capacity or facilities to serve the needs of new customers or expanded needs of existing customers. We currently conduct wind blade manufacturing operations at four facilities in Mexico, two in Türkiye, one in India, and expect to restart our wind blade manufacturing operations at our Iowa facility in the U. S. in the second half, Mexico, Türkiye and India. Although a majority of 2025. The construction of new plants and the expansion or assumption of existing plants involves significant time, cost and other risks. We generally expect our plants to generate losses in their first 12 to 18 months of operations related to production startup costs. Additionally, numerous factors can contribute, and have in the past contributed, to delays or difficulties in the startup of, or the adoption of our manufacturing lines to produce larger wind blade models, which we refer to as model transitions, in our manufacturing facilities are located outside of the U. S. These factors include permitting, historically more than half of construction or renovation delays, defects or issues with product tooling, the engineering and fabrication of specialized equipment, the modification of our general production know-how and customer-specific manufacturing processes to address the specific wind blades to be tested and built that we produced were deployed in wind farms located within the U. S. Our Iowa manufacturing facility, where changing and evolving customer specifications and expectations and the hiring and training of plant personnel. Any delays or difficulties in plant startup, expansion or assumption may result in cost overruns, production delays has been shut down since the end of the fourth quarter of 2021, contractual penalties and our Mexico manufacturing facilities manufacture wind blades that are generally deployed within the U. S. In addition, many loss of revenues our wind blades are exported from our Türkiye and India manufacturing facilities to the U. S. Consequently, reduced margins demand for wind energy and impairment our wind blade sales could be adversely affected by a variety of customer relationships reasons and factors, which and any downturn in demand for wind energy in the U. S. could materially harm our business. We expect that demand for wind turbine blades in 2024 will be slightly down compared to 2023 due to our customers and wind farm developers continuing to defer investments into the future until inflationary pressure and global economics stabilize, and there is clearer regulatory guidance with respect to the IRA and actions proposed by the EU under the REPowerEU plan and the Green Deal Industrial Plan. We have experienced volatility in the price and availability of raw materials and components that are critical to our manufacturing needs, as well as ongoing inflationary pressures impacting many of our labor and other costs, and we may continue to, or in the future, experience price increases, supply constraints, and inflationary pressures, which may hinder our ability to perform under our supply agreements and adversely impact our profitability and financial condition. We rely upon third parties for raw materials, such as fiberglass, carbon fiber, resins, foam core and balsa wood results of operations. For example, we experienced significant and various components for the products production we delays at the Matamoros, Mexico manufacture manufacturing facility that we took over. Some of these raw materials and components may only be purchased from Nordex a limited number of suppliers. Current geopolitical climate, such as the attacks on shipping vessels in July the Red Sea, and the economic environment generally, including with respect to inflation, continue to evolve and affect supply chain performance and underlying assumptions in various ways—specifically with volatility in commodity, energy, and logistics costs. However, the overall pricing for the raw materials that we source decreased in 2023-2021 compared to 2022 due to decreases in pricing and logistics costs..... changes in the terms on which they - the poor are available could disrupt or materially harm our business, operating results and financial condition. Ongoing inflationary pressures have caused and may continue to cause many of our material, labor, and other-- the costs to increase, which can have..... of electrical transmission infrastructure, the ability facility to implement a proper grid connection for wind development projects, and related the ability to obtain timely permitting approvals; • permitting and siting regulations and challenges; • foreign, federal and state laws and regulations regarding avian protection plans, noise or turbine setback requirements - equipment and other environmental laws and regulations;..... by the EU under the REPowerEU plan, which adversely impacted our operating results. We expect that demand for wind turbine blades in profitability and financial condition over the three- year supply agreement term, which ended on June 30, 2024 will remain slightly down. In addition to factors affecting the wind energy market generally, our customers' demand may also fluctuate based on other factors beyond our control. Any decline in customer demand below anticipated levels could materially harm our revenues and operating results and could delay or impede our growth strategy. We have experienced in the past, and our future wind blade production could be affected by, operating problems at our facilities, which may materially harm our operating results and financial condition. Our wind blade manufacturing processes and production capacity have in the past been, and could in the future be, disrupted by a variety of issues, including: • production outages to conduct maintenance activities that cannot be performed safely during operations; • prolonged power failures or reductions; • breakdowns, failures or substandard performance of machinery and equipment; • our inability to comply with material environmental requirements or permits; • inadequate transportation infrastructure, including problems with railroad tracks, bridges, tunnels or roads; • supply shortages of key raw materials and components; • damage or production delays caused by earthquakes, fires, floods, tornadoes, hurricanes, extreme weather conditions such as windstorms, hailstorms, drought, temperature extremes, typhoons or other natural disasters or terrorism or health epidemics; and • labor unrest or shortages in skilled labor. The cost of repeated or prolonged interruptions, reductions in production capacity, or the repair or replacement of complex and sophisticated tooling and equipment may be considerable and could result in damages or the termination of our supply agreements or penalties for regulatory non-compliance, any of which could materially harm our business, operating results and financial condition. and other environmental laws and regulations; • our

customers' cost of transporting wind blades from our manufacturing facilities to wind farms; • increases in the price or lack of availability of raw materials used to produce our wind blades; • administrative and legal challenges to proposed wind development projects; and • public perception and localized community responses to wind energy projects. In 2024-2023, we experienced a decline in demand for our wind turbine blades due primarily to regulatory uncertainty as our customers and wind farm developers continued to defer investments into the future until inflationary pressure and global economies stabilize, and there is clearer regulatory guidance with respect to the IRA and actions proposed by the EU under the REPowerEU plan. We operate a substantial portion of our business in international markets and we may be unable to effectively manage a variety of currency, legal, regulatory, economic, social and political risks associated with our global operations and those in developing markets. We currently operate manufacturing facilities in the U. S., Mexico, Türkiye, and India. Since the third quarter of 2016, we commenced operations at five new manufacturing facilities in Mexico, one in Türkiye, and one in Chennai, India. For the years ended December 31, 2024, 2023, and 2022 and 2021, approximately 96-98%, 94-98% and 87-97%, respectively, of our net sales were derived from our continuing international operations. Our overall success depends, in part, upon our ability to succeed in differing legal, regulatory, economic, social and political conditions. The global nature of our operations is subject to a variety of risks, including: • difficulties in staffing and managing multiple international locations; • the risk of significant wage inflation in Türkiye, Mexico and other countries in which we operate, and continuing general inflationary pressures in these markets; • increased exposure to foreign currency exchange rate risk or currency exchange controls imposed by foreign countries; • the risk of import, export and transportation regulations and tariffs on foreign trade and investment, including boycotts and embargoes; • taxation and revenue policies or other restrictions, including royalty and tax increases, retroactive tax claims and the imposition of unexpected taxes; • the imposition of, or rapid or unexpected adverse changes in, foreign laws, regulatory requirements or trade policies; • restrictions on repatriation of earnings or capital or transfers of funds into or out of foreign countries; • limited protection for IP rights in some jurisdictions; • inability to obtain adequate insurance; • difficulty administering internal controls and legal and compliance practices in countries with different cultural norms and business practices; • the possibility of being subjected to the jurisdiction of foreign courts in connection with legal disputes and the possible inability to subject foreign persons to the jurisdiction of courts in the U. S.; • the misinterpretation of local contractual terms, renegotiation or modification of existing supply agreements and enforcement of contractual terms in disputes before local courts; • the inability to maintain or enforce legal rights and remedies at a reasonable cost or at all; and • the potential for political unrest, expropriation, nationalization, revolution, war or acts of terrorism in countries in which we operate. As we continue to operate our business globally, our success will depend, in part, on our ability to anticipate and effectively manage these and other related risks. We may be unsuccessful in developing and implementing policies and strategies that will be effective in managing these risks in each country where we do business or conduct operations. Our failure to manage these risks successfully could materially harm our business, operating results and financial condition. A drop in the price of energy sources other than wind energy, or our inability to deliver wind blades that compete with the price of other energy sources, may materially harm our business, financial condition and results of operations. We believe that the decision to purchase wind energy is, to a significant degree, driven by the relative cost of electricity generated by wind turbines compared to the applicable price of electricity from traditional (i. e., thermal) and other renewable energy sources. Decreases in the prices of electricity from traditional or renewable energy sources other than wind energy, such as solar, could harm the market for wind energy. In particular, a drop in natural gas prices could lessen the appeal of wind-generated electricity. Technological advancements or the construction of a significant number of power generation plants, including nuclear, coal, natural gas or power plants utilizing other renewable energy technologies, government support for other forms of renewable energy or construction of additional electric transmission and distribution lines could reduce the price of electricity produced by competing methods, thereby making the purchase of wind energy less attractive. The ability of energy conservation technologies, public initiatives and government incentives to reduce electricity consumption or support other forms of renewable energy could also lead to a reduction in the price of electricity, which would undermine the attractiveness of wind energy and thus wind turbines, and, ultimately wind blades. If prices for electricity generated by wind turbines are not competitive, our business, financial condition and results of operations may be materially harmed. We encounter intense competition for limited customers from other wind blade manufacturers, as well as in-house production by wind turbine OEMs, which may make it difficult to enter into supply agreements, keep existing customers and potentially get new customers. We face significant competition from other wind blade manufacturers, and this competition may intensify in the future. The wind turbine market is characterized by a relatively small number of large OEMs. The competitive environment in the wind energy industry recently has become more challenging primarily due to ongoing regulatory uncertainty and wage inflation supply chain constraints and significant raw material price increases. This challenging environment may lead to further consolidation in the industry, which could lead to us having even fewer customers. In addition, a significant percentage of wind turbine OEMs, including all of our current customers, produce some of their own wind blades in-house. As a result, we compete for business from a limited number of customers that outsource the production of wind blades. We also compete with a number of wind blade manufacturers in China, who are growing in terms of their technical capability and aspire to are in the process of expand expanding outside of China. Some of our competitors have more experience in the wind energy industry, as well as greater financial, technical or human resources than we do, which may limit our ability to compete effectively with them and maintain or improve our market share. Additionally, our supply agreements dedicate capacity at our facilities to our customers, which may also limit our ability to compete if our facilities cannot accommodate additional capacity. If we are unable to compete effectively for the limited number of customers that outsource production of wind blades, our ability to enter into supply agreements with potential new and existing customers may be materially harmed. Various legislation, infrastructure, regulations including permitting and siting and incentives that are expected to support the growth of wind energy in the U. S. and around the world may not be extended or may be discontinued, phased out or changed, or may not be successfully implemented, which could materially harm wind

energy programs and materially decrease demand for the wind blades we manufacture. The U. S. wind energy industry has been dependent in part upon governmental support through certain incentives including federal tax incentives and state RPS programs and may not be economically viable if a large number of these incentives are not continued. Government-sponsored tax incentive programs including the PTC, and the Investment Tax Credit (ITC) have supported the U. S. growth of wind energy. In August 2022, the PTC was extended until the later of 2032 or when greenhouse gas emissions have been reduced by 75 % compared to 2022. In addition, a new advanced manufacturing production tax credit (AMPC) was created that can be claimed for the domestic production and sale of clean energy components, such as wind turbine blades. **Although the IRA is expected to help accelerate the transition to renewable energy sources in the long-term, there is market uncertainty in the near-term as the current U. S. Presidential administration has issued executive orders that have impacted the onshore wind market, including halting the issuance of permits and leases for new wind projects on public lands in the U. S. pending additional review from multiple federal agencies.** There are also **increasing numerous policies and regulatory regulations efforts globally in the EU and other international markets that are designed to promote wind and renewable energy.** While In December 2020, the EU agreed to reduce EU greenhouse gas emissions by at least 55 % by 2030, compared to 1990 levels. In May 2022, the EU announced the REPowerEU plan which seeks to rapidly reduce the EU's dependence on fossil fuels by 2027. Furthermore, the EU introduced the Green Deal Industrial Plan that is expected to further accelerate the expansion of renewable energy and green technologies including easing state aid rules to enable higher subsidies. A key component of the Green Deal Industrial Plan is the Net-Zero Industry Act to simplify regulations, speed up permitting and promote cross-border projects to accelerate climate neutrality in Europe. In November 2023, EU's Renewable Energy Directive III, which aims to raise the share of renewable power in the EU's overall energy consumption to 42.5 % by 2030, with an additional 2.5 % indicative top up that would allow the overall share to reach 45 %, entered into effect. We expect that the new government policy will accelerate long-term onshore market growth in Europe remains in sight, the **economic viability of pursuing that demand with European-based manufacturing is becoming increasingly challenging. While we have successfully competed with Chinese wind blade manufacturers for years industry.** Despite these favorable long-term policy trends, we don't expect their recent aggressive push to expand their presence in Europe and an increase in demand until 2025, while the other regions outside of North America, supported by the Chinese government, has added to the challenging competitive environment outside of the U. S. Unlike the U. S., which has implemented tariffs to protect against unfair competition and tax laws to encourage near shoring and domestic manufacturing, we believe it is unlikely that European governments will take similar steps to meaningfully help suppliers like TPI that supply passive components to our OEM customers. The implementation of the Foreign Subsidies Regulation (FSR) by the EU and its recent aggressive actions to combat unfairly subsidized Chinese products are encouraging, but their focus to date has been on active parts of wind turbines versus industry awaits clarity on the passive parts implementation guidance related to key components of the IRA and clarity around more robust policies in Europe. In addition, such as permitting, transmission, transmission queues, the blades that we manufacture ability of the broader wind industry supply chain to ramp volume, elevated interest rates and inflation, and the cost and availability of capital are further factors limiting the timing of the wind market recovery. Because of the long lead times necessary to develop wind energy projects, including obtaining necessary permits or for access to transmission infrastructure, any uncertainty or our customers delay in reinstating the PTC and ITC or adopting, extending or renewing other incentives promoting wind energy beyond their current or future expiration dates could negatively impact potential wind energy installations and result in industry volatility. There can be no assurance that governmental programs or subsidies for renewable energy such as the IRA will remain in effect in their present form or at all, or that the required transmission infrastructure expansion occurs, and the elimination, reduction, or modification of these programs or subsidies could materially harm wind energy programs in the U. S. and international markets and materially decrease demand for the wind blades we manufacture and, in turn, materially harm our business, operating results and financial condition. Although regulatory uncertainty, as well as permitting, siting and transmission challenges in the U. S. and Europe has tempered demand for wind energy in the near term, we expect global demand for renewable energy, and wind energy in particular, will continue to grow in the long term due to a multitude of factors, including: increased cost competitiveness of wind energy compared to fossil fuel generated electricity; increased demand from corporations and utility providers for renewable energy; and recent international policy initiatives designed to promote the growth of renewable energy.

Risks Related to Our Automotive Business Our efforts to expand our automotive business or consummate a strategic transaction to further expand and fund our automotive business may not be successful. While our primary focus has been to manufacture composite wind blades, we also serve the automotive market. We have experienced startup challenges and incurred significant losses to date in connection with our automotive business. The expansion of our automotive business and our entry into other strategic markets will require improved execution in terms of our start up activity and ongoing manufacturing performance as well as significant levels of investment. As a result, we are in the process of exploring strategic alternatives to ensure our automotive business is sufficiently funded to execute on its growth strategies. We expect to complete this process no later than June 30, 2024. There can be no assurance that we will be able to grow or adequately fund our automotive business which could adversely impact our business, financial condition and results of operations. We may incur material losses and costs as a result of product liability and warranty claims, litigation and other disputes and claims. We are exposed to warranty and product liability claims if our automotive products fail to perform as expected. We may in the future be required to participate in a recall of these products or the vehicles incorporating our products. If public safety concerns are raised, we may have to participate in a recall even if our products are ultimately found not to be defective. Vehicle manufacturers have experienced increasing recall campaigns in recent years. Our customers may look to us for contribution when faced with recalls and product liability claims. If our customers demand higher warranty-related cost recoveries, or if our automotive products fail to perform as expected, our business, financial condition and results of operations could materially suffer.

Risks Related to Our Business as a Whole Our financial position, revenue, operating results,

profitability and cash flows are difficult to predict and may vary from quarter to quarter, which could cause our share price to decline significantly. Our quarterly revenue, operating results, profitability and cash flows have varied in the past and are likely to vary significantly from quarter to quarter in the future. The factors that are likely to cause these variations include: • warranty expense; • associate wage levels and wage inflation in Türkiye, Mexico and other countries in which we operate, and continuing general inflationary pressures in these markets; • operating and startup costs of new manufacturing facilities; • wind blade model transitions; • differing quantities of wind blade production; • unanticipated contract or project delays or terminations; • changes in the costs of raw materials or disruptions in raw material supply; • scrap of defective products; • payment of liquidated damages to our customers for late deliveries of our products; • availability of qualified personnel; • costs incurred in the expansion, **reopening or closure** of our existing manufacturing **capacity-facilities**; • volume reduction requests from our customers pursuant to our customer agreements; • damage or production delays caused by earthquakes, fires, floods, tornadoes, hurricanes, extreme weather conditions such as windstorms, hailstorms, drought, temperature extremes, typhoons or other natural disasters or terrorism or health epidemics such as the COVID- 19 pandemic; • changes in our effective tax rate; • general economic conditions; and • the complexity of the financial assumptions we must use for forecasting our revenue, profitability and operating results under the revenue recognition standard and the impact that unanticipated blade transitions have on those estimates. As a result, our revenue, operating results, profitability and cash flows for a particular period are difficult to predict and may decline in comparison to corresponding prior periods regardless of the strength of our business. It is also possible that in some future periods our revenue, operating results and profitability may not meet the expectations of securities analysts or investors. If this occurs, the trading price of our common stock could fall substantially, either suddenly or over time, and our business, operating results and financial condition would be materially harmed. Our Credit Agreement with Oaktree contains, and any future loan agreements we may enter into may contain, operating and financial covenants that restrict our business and financing activities. As of December 31, **2023-2024**, we had outstanding \$ **395-441.01** million of senior, secured indebtedness under the Credit Agreement and Guaranty, dated as of December 14, 2023, between the Company and Oaktree Fund Administration, LLC (the Credit Agreement) and total outstanding **principal** indebtedness of \$ **606-705.12** million. Our obligations under the Credit Agreement are secured by substantially all of our assets. In addition, from time to time, we enter into various loan, working capital and accounts receivable financing facilities to finance the construction and ongoing operations of our advanced manufacturing facilities and other capital expenditures. The Credit Agreement contains various financial covenants and other restrictions regarding, among other things, maintaining minimum cash balances, making capital expenditures and other restricted payments, incurring additional indebtedness, creating liens, and paying dividends. The operating and financial restrictions and covenants contained in the Credit Agreement, as well as our other existing and any future financing agreements that we may enter into, may restrict our ability to finance our operations, engage in business activities, expand or fully pursue our business strategies or respond to changing business and economic conditions. Our ability to comply with these covenants may be affected by events beyond our control. A breach of any of these covenants could result in a default under the Credit Agreement or one or more of our other loan facilities, which could cause all of the outstanding indebtedness under such agreements to become immediately due and payable by us and / or enable the applicable lender to terminate all commitments to extend further credit. If we are forced to refinance these borrowings on less favorable terms or if **we** cannot refinance these borrowings, our results of operations and financial condition could be adversely affected. In addition, if we were unable to repay the outstanding indebtedness upon a default, our lenders could proceed against the assets pledged as collateral to secure that indebtedness. Any acceleration of the amounts due under the Credit Agreement, or the exercise by the applicable lenders or agent of their rights under the related security documents, would likely have a material adverse effect on our business. Our indebtedness may adversely affect our business, results of operations and financial condition. Our indebtedness could adversely affect our business, results of operations and financial condition by, among other things: • requiring us to dedicate a substantial portion of our cash flow from operations to pay principal and interest on our debt, which would reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions, execution of our growth strategy and other general corporate purposes; • limiting our ability to borrow additional amounts to fund debt service requirements, working capital, capital expenditures, acquisitions, execution of our growth strategy and other general corporate purposes; • making us more vulnerable to adverse changes in general economic, industry and regulatory conditions and in our business by limiting our flexibility in planning for, and making it more difficult to react quickly to, changing conditions; • placing us at a competitive disadvantage compared with those of our competitors that have less debt and lower debt service requirements; and • making it more difficult for us to satisfy our financial obligations. In addition, we may not be able to generate sufficient cash flow from our operations to repay our outstanding indebtedness when it becomes due and to meet our other cash needs or to comply with the financial covenants set forth therein. If we are not able to pay our debts as they become due, we could be in default of the Credit Agreement or other indebtedness. We might also be required to pursue one or more alternative strategies to repay indebtedness, such as selling assets, refinancing or restructuring our indebtedness or obtaining additional debt financing or selling equity securities on terms that may be onerous or highly dilutive. We may not be able to refinance our debt or sell additional debt or equity securities or our assets on favorable terms, if at all, and if we must sell assets, it may negatively affect our ability to generate revenues. The fluctuation of foreign currency exchange rates could materially harm our financial results. Since we conduct a significant portion of our operations internationally, our business is subject to foreign currency risks, including currency exchange rate fluctuations. The exchange rates are affected by, among other things, changes in political and economic conditions. For example, an increase in our Türkiye sales and operations will result in a larger portion of our net sales and expenditures being denominated in the Euro and Turkish Lira. Significant fluctuations in the exchange rate between the Turkish Lira and the U. S. dollar, the Turkish Lira and the Euro or the Euro and the U. S. dollar may adversely affect our revenue, expenses, as well as the value of our assets and liabilities. To the extent our future revenues and expenses are generated outside of the U. S. in currencies other than the U. S. dollar, including the Euro, the Turkish Lira,

Mexican Peso or India Rupee, among others, we will be subject to increased risks relating to foreign currency exchange rate fluctuations which could materially harm our business, financial condition and operating results. Our manufacturing operations and future growth are dependent upon the availability of capital, which may be insufficient to support our capital expenditures. Our current wind blade manufacturing activities and future growth will require substantial capital investment. For the years ended December 31, **2024 and 2023** ~~and 2022~~, our capital expenditures, including those related to discontinued operations, were \$ **26.2 million and \$ 36.1 million** ~~and \$ 18.8 million, respectively, including assets acquired under finance leases in 2023 and 2022 of \$ 0.8 million and \$ 0.2 million, respectively~~. We plan to make continued investments in our U. S., Türkiye, Mexico, and India facilities. Our ability to grow our business is predicated ~~upon~~ **on** us making significant additional capital investments to expand our existing manufacturing facilities and build and operate new manufacturing facilities in existing and new markets or access capital to acquire new businesses. We may not have the capital to undertake these capital investments. In addition, our capital expenditures may be significantly higher if our estimates of future capital investments are incorrect and may increase substantially if we are required to undertake actions to comply with new regulatory requirements or compete with new technologies. The cost of some projects may also be affected by foreign exchange rates if any raw materials or other goods must be paid for in foreign currency. We cannot assure you that we will be able to raise funds on favorable terms, if at all, or that future financings would not be dilutive to holders of our capital stock. We also cannot assure you that completed capital expenditures will yield the anticipated results. The Credit Agreement contains covenants that limit the amount of capital expenditures that we can make, and if we raise additional funds by obtaining loans from third parties, the terms of those financing arrangements may include negative covenants, or other restrictions on our business that could impair our operational flexibility and would require us to fund additional interest expense. If we are unable to obtain sufficient capital at a reasonable cost or at all, we may not be able to expand our business to take advantage of changes in the marketplace or may be required to delay, reduce or eliminate some or all of our current operations, which could materially harm our business, operating results and financial condition. Our business and reputation could be adversely impacted by any violations of the FCPA, the U. K. Bribery Act, and other foreign anti- corruption laws. As a U. S. corporation, we are subject to the FCPA, which generally prohibits U. S. companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business. Other countries in which we operate also have anti- corruption laws, some of which prohibit improper payments to government and non- government persons and entities, and others extend their application to activities outside their country of origin. **Although FCPA enforcement was recently paused, we plan to continue to comply with the provisions of the FCPA.** We have manufacturing facilities in Mexico, Türkiye and India, countries with a fairly high risk of corruption. Those facilities are subject to routine government oversight. In addition, a number of our raw materials and components suppliers are state- owned, particularly in China. Moreover, due to our need to import raw materials across international borders, we also routinely have interactions, directly or indirectly, with customs officials. In many foreign countries, under local custom, businesses engage in practices that may be prohibited by the FCPA or other similar laws and regulations. Additionally, we continue to hire associates around the world to support our international operations. Although we have implemented certain policies, procedures and controls designed to ensure compliance with the FCPA and similar laws, there can be no guarantee that all of our associates and agents, as well as those companies to which we outsource certain of our business operations, have not taken and will not take actions that violate our policies and the FCPA or other anti- corruption laws, which could subject us to fines, penalties, disgorgement, and loss of business, harm our reputation and impact our ability to compete in certain jurisdictions. In addition, these laws are complex and far- reaching in nature, and, as a result, we may be required in the future to alter one or more of our practices to be in compliance with these laws or any changes in these laws or the interpretation thereof. Moreover, our competitors may not be subject to the FCPA or similar laws, which could provide them with a competitive advantage in some jurisdictions. Effective internal controls are necessary for us to provide reliable financial reports and effectively address fraud risks. We maintain a system of internal controls to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U. S. generally accepted accounting principles (GAAP). The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to establish and maintain a system of internal controls that will be adequate to satisfy the reporting obligations of a public company. The effectiveness of our internal controls depends in part on the cooperation of senior managers worldwide. Any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. Any failure to maintain that system, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and harm our business, and lead to our becoming subject to litigation, sanctions or investigations by The NASDAQ Global Market (NASDAQ), the SEC or other regulatory governmental agencies and bodies. Furthermore, investors' perceptions that our internal controls are inadequate or that we are unable to produce accurate financial statements on a timely basis may harm our stock price. Much of our intellectual property consists of trade secrets and know- how that is very difficult to protect. If we experience loss of protection for our trade secrets or know- how, our business would be substantially harmed. We have a variety of IP rights, including patents, trademarks and copyrights, but much of our most important IP rights consist of trade secrets and know- how and effective IP protection may be unavailable, limited or outside the scope of the IP rights we pursue in the U. S. and in foreign countries where we operate. Although we strive to protect our IP rights, there is always a risk that our trade secrets or know- how will be compromised or that a competitor could lawfully reverse- engineer our technology or independently develop similar or more efficient technology. We have confidentiality agreements with each of our customers, suppliers, key associates and independent contractors in place to protect our IP rights, but it is possible that a customer, supplier, associate or contractor might breach the agreement, intentionally or unintentionally. It is also possible that our confidentiality agreements with customers, suppliers, associates and contractors will not be effective in preserving the confidential nature of our

IP rights. The patents we own could be challenged, invalidated, narrowed or circumvented by others and may not be of sufficient scope or strength to provide us with any meaningful protection or commercial advantage. Once our patents expire, or if they are invalidated, narrowed or circumvented, our competitors may be able to utilize the inventions protected by our patents.

Additionally, the existence of our IP rights does not guarantee that we will be successful in any attempt to enforce these rights against third parties in the event of infringement, misappropriation or other misuse, which may materially and adversely affect our business. Because our ability to effectively compete in our industry depends ~~upon~~ **on** our ability to protect our proprietary technology, we might lose business to competitors and our business, revenue, operating results and prospects could be materially harmed if we suffer loss of trade secret and know-how protection or breach of our confidentiality agreements. We may be subject to significant liabilities and costs relating to environmental and health and safety requirements. We are subject to various environmental, health and safety laws, regulations and permit requirements in the jurisdictions in which we operate governing, among other things, health, safety, pollution and protection of the environment and natural resources, the handling and use of hazardous substances, the generation, storage, treatment and disposal of wastes, and the cleanup of any contaminated sites. We have incurred, and expect to continue to incur, capital and operating expenditures to comply with such laws, regulations and permit requirements. While we believe that we currently are in material compliance with all such laws, regulations and permit requirements, any noncompliance may subject us to a range of enforcement measures, including the imposition of monetary fines and penalties, other civil or criminal sanctions, remedial obligations, and the issuance of compliance requirements restricting our operations. There can be no assurance that we will not in the future become subject to compliance requirements, obligations to undertake cleanup or related activities, or claims or proceedings relating to environmental, health or safety matters, hazardous substances or wastes, contaminated sites, or other environmental or natural resource damages, that could impose significant liabilities and costs on us and materially harm our business, operating results and financial condition. Work disruptions resulting from our collective bargaining agreements could result in increased operating costs and materially harm our business, operating results and financial condition. Certain of our associates in Türkiye and Matamoros, Mexico, which in the aggregate represented approximately ~~37~~ **29** % of our workforce as of December 31, ~~2023~~ **2024**, are covered by collective bargaining agreements. ~~We have separate collective bargaining agreements for each of our Matamoros, Mexico manufacturing facilities. Our collective bargaining agreement at one of our Matamoros, Mexico manufacturing facilities is in effect through March 2025. Our collective bargaining agreement for our other facility in Matamoros, Mexico that we took over from Nordex in July 2021, pursuant to a 3-year supply agreement, is in effect through April 2025. In July 2022, we experienced a brief labor disruption in our Türkiye manufacturing facilities as we worked with the union to address the inflationary pressures on wages. Our Türkiye manufacturing facilities have experienced significant wage inflation over the course of the past few year years. For example, the government of Türkiye increased minimum wages approximately 55 % , 34 % and 49 % , respectively, effective January 1, 2023 ; In May 2023, we agreed to an amendment to our collective bargaining agreement with our associates in Türkiye which resulted in significantly increased wages for these associates. The government of Türkiye further increased minimum wages approximately 34 % , 49 % and 30 % effective July 1, 2023 , and January 1, 2024 and January 1, 2025, respectively . Our collective bargaining agreement for our Türkiye facilities is was in effect through December 2024 and we are in the process of negotiating an amendment to this agreement for calendar year 2025. Our collective bargaining agreement at our Matamoros, Mexico manufacturing facility is in effect through the end of March 2025 .~~ Additionally, our other associates working at other manufacturing facilities may vote to be represented by a labor union in the future. There can be no assurance that we will not experience labor disruptions such as work stoppages or other slowdowns by workers at any of our facilities. Should significant industrial action, threats of strikes or related disturbances occur, or other challenges with negotiating and extending our collective bargaining agreements with our unionized associates, we could experience further disruptions of operations and increased labor costs in Türkiye, Mexico or other locations, which could materially harm our business, operating results or financial condition. Any such work stoppage or slow-down at any of our facilities could also result in additional expenses and possible loss of revenue for us. Our information technology infrastructure could experience serious failures or cyber security attacks, the failure of which could materially harm our business, operating results and financial condition. Information technology is part of our business strategy and operations. It enables us to streamline operation processes, facilitate the collection and reporting of business data, and provide for internal and external communications. There are risks that information technology system failures, network disruptions, breaches of data security and phishing and ransomware attacks could disrupt our operations. Any significant disruption or breach may materially harm our business, operating results and financial condition. Risks Related to Ownership of Our Common Stock The price of our common stock may fluctuate substantially and your investment may decline in value. The market price of our common stock is likely to be highly volatile and may fluctuate substantially due to many factors, including: • actual or anticipated fluctuations in our results of operations; • ~~our ability to provide products due to shipments subject to delayed delivery and deferred revenue arrangements;~~ • loss of or changes in our relationship with one or more of our customers; • failure to meet our earnings estimates; • conditions and trends in the energy and manufacturing markets in which we operate and changes in estimates of the size and growth rate of these markets; • announcements by us or our competitors of significant contracts, developments, acquisitions, strategic partnerships or divestitures; • availability of equipment, labor and other items required for the manufacture of wind blades; • changes in governmental policies ; • ~~our ability to successfully grow our automotive business;~~ • additions or departures of members of our senior management or other key personnel; • changes in market valuation or earnings of our competitors; • sales of our common stock, including sales of our common stock by our directors and officers or by our other principal stockholders; • the trading volume of our common stock; and • general market, industry and economic conditions. These broad market and industry factors may materially harm the market price of our common stock, regardless of our operating performance. In the past, securities class-action litigation has often been instituted against a company following periods of volatility in the market price of that company's securities. Securities class-action litigation, if instituted against us,

could result in substantial costs or damages and a diversion of management's attention and resources, which could materially harm our business and operating results. A significant portion of our total outstanding shares may be sold into the public market in future sales, which could cause the market price of our common stock to drop significantly, even if our business is doing well. Sales of a substantial number of shares of our common stock in the public market can occur at any time. These sales, or the market perception that the holders of a large number of shares intend to sell shares, could reduce the market price of our common stock. As of December 31, ~~2023-2024~~, we had ~~46,471-47,131-609,136~~ shares of common stock outstanding. In addition, Oaktree owns approximately 9.9-7% of our outstanding common stock. All of the shares held by Oaktree can ~~now~~ be sold, subject to any applicable volume limitations under federal securities laws. ~~We~~ **In addition, we** may issue debt or equity securities in other registered or unregistered convertible debt or equity offerings. In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then- outstanding shares of our common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to you and may cause the market price of our common stock to drop significantly. The exercise of options and warrants and other issuances of shares of common stock or securities convertible into common stock under our equity compensation plans will dilute your interest. Under our existing equity compensation plans, as of December 31, ~~2023-2024~~, we had outstanding options to purchase 1, ~~212-179,503-966~~ shares of our common stock, 1, ~~516-491,377-925~~ restricted stock units and ~~308-537,741-806~~ performance stock units to our associates and non- employee directors. From time to time, we expect to grant additional options and other stock awards. The exercise of options at prices below the market price of our common stock could adversely affect the price of shares of our common stock. Additionally, any issuance of our common stock that is not made solely to then- existing stockholders proportionate to their interests, such as in the case of a stock dividend or stock split, will result in dilution to each stockholder by reducing their percentage ownership of the total outstanding shares. If we issue options or warrants to purchase our common stock in the future and those options or warrants are exercised or we issue stock, stockholders may experience further dilution. We have indebtedness in the form of convertible senior notes, which could adversely affect our financial health and our ability to respond to changes in our business. In March 2023, we issued and sold an aggregate of \$ 132. 5 million principal amount of convertible senior unsecured notes due in 2028 (the Notes) in a private placement offering. Our ability to repay our indebtedness, including the Notes, is significantly dependent on our generation of cash flow. Our indebtedness could have significant negative consequences for our security holders and our business, results of operations and financial condition by, among other things: • increasing our vulnerability to adverse economic and industry conditions; • limiting our ability to obtain additional financing; • requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes; • limiting our flexibility to plan for, or react to, changes in our business; • diluting the interests of our existing stockholders as a result of issuing shares of our common stock upon conversion of the notes; and • placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital. Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the notes, and our cash needs may increase in the future. Conversions or exchanges of our convertible senior notes may dilute the ownership interest of our stockholders or may otherwise affect the market price of our Common Stock. The conversion of some or all the Notes will dilute the ownership interests of our stockholders to the extent we deliver shares of common stock upon conversion of any of the Notes. The notes may from time to time be convertible at the option of their holders prior to their scheduled terms under certain circumstances. On conversion of the Notes, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock. If we elect to settle our conversion obligation in shares of our common stock or a combination of cash and shares of our common stock, any sales in the public market of our common stock issuable on such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Notes may encourage short selling by market participants because the conversion of the Notes could be used to satisfy short positions, or anticipated conversion of the Notes into shares of our common stock, any of which could depress the market price of our common stock. The Capped Call Transactions may affect the value of the Notes and our common stock. In connection with the Notes' issuance, we entered into capped call transactions with certain financial institutions (option counterparties). The capped call transactions are generally expected to reduce the potential dilution of our common stock upon any conversion of the Notes and / or offset any cash payments we are required to make in excess of the principal amount of converted Notes, with such reduction and / or offset subject to a cap. From time to time, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding derivative transactions with respect to our common stock and / or purchasing or selling our common stock or other securities of ours in secondary market transactions before the maturity of the Notes. This activity could cause a decrease in the market price of our common stock. We are subject to counterparty risk with respect to the capped call transactions. The counterparties to the capped call transactions entered into in connection with the offering of the Notes are financial institutions, and we are subject to the risk that one or more of the counterparties may default or otherwise fail to perform, or may exercise certain rights to terminate, their obligations under the capped call transactions. Our exposure to the credit risk of the counterparties will not be secured by any collateral. Global economic conditions have in the past resulted in the actual or perceived failure or financial difficulties of many financial institutions. If a counterparty to one or more capped call transactions becomes subject to bankruptcy or other insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under such transactions. Our exposure will depend on many factors but, generally, our exposure will increase if the market price or the volatility of our common stock increases. In addition, upon a default or other failure to perform, or a termination of obligations, by a counterparty, the counterparty may fail to deliver the shares of our common stock or cash required to be delivered to us under the capped call transactions and we may suffer adverse tax consequences or experience more dilution than we currently

anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the counterparties. Provisions of Delaware law or our charter documents could delay or prevent an acquisition of our Company, even if the acquisition would be beneficial to our stockholders and could make it more difficult for you to change management. Provisions of Delaware law and our amended and restated certificate of incorporation and amended and restated by-laws may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions may also prevent or delay attempts by stockholders to replace or remove our current management or members of our board of directors. These provisions include: a classified board of directors; limitations on the removal of directors; advance notice requirements for stockholder proposals and nominations; the inability of stockholders to act by written consent or to call special meetings; the ability of our board of directors to make, alter or repeal our amended and restated by-laws; and the authority of our board of directors to issue preferred stock with such terms as our board of directors may determine. The affirmative vote of the holders of at least 75 % of our shares of capital stock entitled to vote, and not less than 75 % of the outstanding shares of each class entitled to vote thereon as a class, is necessary to amend or repeal the above provisions that are contained in our amended and restated certificate of incorporation. In addition, absent approval of our board of directors, our amended and restated by-laws may only be amended or repealed by the affirmative vote of the holders of at least 75 % of our shares of capital stock entitled to vote. In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law, which limits business combination transactions with stockholders of 15 % or more of our outstanding voting stock that our board of directors has not approved. These provisions and other similar provisions make it more difficult for stockholders or potential acquirers to acquire us without negotiation. These provisions may apply even if some stockholders may consider the transaction beneficial to them. As a result, these provisions could limit the price that investors are willing to pay in the future for shares of our common stock. These provisions might also discourage a potential acquisition proposal or tender offer, even if the acquisition proposal or tender offer is at a premium over the then current market price for our common stock.