Risk Factors Comparison 2023-10-13 to 2022-02-23 Form: 10-K

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

There are inherent risks and uncertainties associated with the Company that could adversely affect its business, financial condition, or results of operations. Set forth below are descriptions of those risks and uncertainties that the Company currently believes to be material, but the risks and uncertainties described below are not the only ones that could adversely affect the Company. Other events that the Company does not currently anticipate or that the Company currently deems immaterial also may affect its business, financial condition, or results of operations. Before making an investment in the Company' s securities, investors should carefully consider the risk factors discussed below, together with the other information in this Report, including the section entitled Forward- Looking Statements **at the beginning of this Report,** in ~~"~~ Item 7A. Quantitative and Qualitative Disclosures About Market Risk, ~~Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations"~~ and the other reports and materials filed by the Company with the SEC. Risks Related to **.We are subject to financial risks as a result of our international operations,including exposure to foreign currency fluctuations,the impact of foreign currency restrictions,and** the impact of international sanctions.The Company is subject to risks of doing business internationally.The Company has derived,for a number of years,most of its net sales from operations outside the United States.As a result, **we** ~~the Company faces~~ - **face** exposure to adverse movements in currency exchange rates as the financial results of ~~its~~ **our** international operations are translated from local currency into U.S. ~~Dollars~~ **dollars** ~~.Upon translation,operating results may differ materially from expectations,and the Company may record significant gains or losses on the remeasurement of intercompany balances.Doing business in developing international markets exposes the Company to greater risks than companies of a similar size who focus on developed markets~~ .Movement in exchange rates has had and may continue to have a significant impact on the Company' s earnings,cash flows,and financial position.The Company' s most significant exposures are to the **Brazilian Real,Chinese Renminbi,** Argentine Peso,Euro,Indonesian Rupiah, ~~Japanese Yen~~ **Malaysian Ringgit** ,Mexican Peso,and ~~Swiss Franc~~ **South African Rand** .Although the Company' s currency risk is partially mitigated by the natural hedge arising from its local product sourcing in many markets,a strengthening **United States** ~~U.S.~~ Dollar generally has a negative impact on the Company. ~~To mitigate such negative impact~~ **In response to this fact** ,the Company continues to implement foreign currency hedging and risk management strategies to reduce the exposure to fluctuations in earnings associated with changes in foreign currency exchange rates ~~,however,as a result of substantial doubt about the Company' s ability to continue as a going concern,the Company is currently limited in its ability to execute hedging transactions~~ .The Company generally does not seek to hedge the impact of currency fluctuations on the translated value of the sales,profit,or cash flow generated by its operations.Some of the hedging strategies implemented have a positive or negative impact on cash flows as foreign currencies fluctuate versus the **United States** ~~U.S.~~ Dollar ~~.In past periods the movement of foreign currency exchange rates has had a material effect on the Company' s results of operations~~ .There can be no assurance that ~~the Company' s hedging strategies will be successful and~~ foreign currency fluctuations and related hedging activities ~~may~~ **will** not have a material adverse impact on the Company' s results of operations,cash flows,and / or financial condition.Furthermore,foreign governments ~~have~~ **may** ~~imposed~~ - **impose** restrictions on currency remittances ~~,including,but not limited to,remittances from Argentina and Ukraine of $ 8.3 million and $ 4.9 million,respectively~~ .Due to **the possibility of** ~~existing and potential future~~ government restrictions **(or existing restrictions)** on transfers of cash out of countries and control of exchange rates and currency convertibility,the Company may not be able to immediately access its cash at the exchange rate used to translate its financial statements. **In addition,the United States government may impose material sanctions and restrictions on doing business with certain countries,businesses,and individuals,including potential sanctions against countries such as Russia or within the Ukraine region,and potential military conflict or instability in the Ukraine region could occur.Such events could have a material adverse effect on the Company' s business and financial performance,including through increased costs of compliance,restrictions on the Company' s ability to sell into specific regions of the World,higher volatility in foreign currency exchange rates,and increased input costs (such as energy)** Internal Controls ~~If~~ **Management has identified material weaknesses in** the Company **' s internal control over financial reporting, which could, if not remediated, result in additional material misstatements in the Company' s interim or annual consolidated financial statements. The Company' s management** is ~~unable to implement~~ **responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a- 15 (f) under the Exchange Act. Under the direction of the Company' s Chief Executive Officer and Chief Financial Officer, management conducted** ~~and~~ - **an evaluation of the effectiveness of the Company' s internal control over financial reporting. As a result of this evaluation, management identified material weaknesses in the Company' s internal control over financial reporting. Because of these material weaknesses, management concluded that the Company did not** maintain effective internal control over financial reporting **as of December 31** , ~~investors may lose confidence~~ **2022. Refer to Item 9A. Controls and Procedures of this Report for further information. As described** in **Management' s Report on Internal Control Over Financial Reporting in Item 9A. Controls and Procedures of this Report,** ~~the~~ **these** ~~accuracy and completeness of~~ **material weaknesses resulted in** the **restatement of the** Company ~~'~~ **'** s **annual Consolidated Financial Statements in 2021 and 2020 and the 2022 and 2021 unaudited interim Condensed Consolidated Financial Statements. Accordingly, the Company has restated the accompanying 2021 and 2020 Consolidated Financial Statements in this Report. See Note 22: Restated Previously Issued 2021 and 2020 Financial Statements. The Company will effectuate restatement of the unaudited interim condensed consolidated** financial ~~reports and~~ **information for the first** ~~the~~ **three quarters** ~~Company' s results~~ of **2022**

as part ~~operations and stock price could be materially adversely affected. The accuracy~~ of ~~our~~ **filing of the 2023 interim Forms 10- Q. See Note 23: Quarterly** ~~financial~~ **Financial** ~~reporting is dependent on~~ **Summary (Unaudited) for additional information regarding** the ~~effectiveness of our internal controls~~ **interim misstatements and resulting restatement impacts** . ~~We are required to provide a report from management~~ **Management intends** to ~~our stockholders on our~~ **implement enhancements to its** internal control over financial reporting **, which are expected to include refinements and enhancements to the complement of personnel, design and operation of its controls related to the risk assessment process, income taxes, leases, intercompany loans, goodwill, account reconciliations, and the Consolidated Statements of Cash Flows. The Company intends to begin to implement these enhancements to the design of its controls during 2023 and to continue in 2024. However, these material weaknesses will not be considered remediated until management designs and implements effective controls** that ~~includes~~ **operate for a sufficient period of time** ~~an~~ **and** ~~assessment of the effectiveness of~~ **management has concluded, through testing, that** these controls **are effective** . ~~We rely~~ **The Company will monitor the effectiveness of the remediation plan and will refine the remediation plan, as needed. Until remediated, the material weaknesses could result in future errors to the Company’ s financial statements. Remediation measures are time- consuming, require significant costs and place significant demands** on ~~our employees to design, manage, and operate our systems and controls to assure that we properly enter into, record, and manage processes, transactions, and other relationships with customers, suppliers, and other parties with whom we do business. We also depend on employees and the systems and controls for which they~~ - **the** ~~are responsible to assure that we identify and mitigate the risks that are inherent in our relationships and activities. Thus, we are exposed to risks that include, but are not limited to, the risk of fraud by employees or persons outside the~~ Company **’ s financial and operational resources. In order** ~~, the execution of incorrect or unauthorized transactions by employees or others, errors relating~~ to **improve** ~~transaction processing, breaches of~~ the **effectiveness of its** internal control ~~system and compliance requirements, unplanned interruptions in service, and vendors that do not perform in accordance with their contractual agreements. Certain of these types of activities were identified in the course of the Company’ s review of its Mexico operations and are the subject of an SEC inquiry. See" Risks Related to Internal Controls- The ongoing SEC inquiry and any potential related litigation entail risks and uncertainties" for more information. Failure to maintain adequate internal controls~~ over financial reporting **, the Company has expended, and will need to continue to expend, significant resources, including accounting- related costs and significant management oversight. In view of the Company’ s liquidity position, employee turnover, and anticipated additional headcount reductions, the Company can give no assurance that the measures the Company takes will remediate the material weaknesses or that additional material weaknesses will not arise in the future. Additionally, the Company may not have sufficient resources to successfully execute its remediation plan. The Company is recruiting to fill vacancies in key areas resulting from recent resignations, including of its Chief Accounting Officer and Vice President of Internal Audit, but there can be no assurance that turnover in these positions will not cause delay in remediation efforts. Any failure to remediate the material weaknesses, or the development of new material weaknesses in the Company’ s internal control over financial reporting,** could result in ~~an adverse reaction~~ **additional material misstatements** in ~~the financial marketplace due to a loss of investor confidence in the reliability of~~ our financial statements **and cause the Company** ~~or a delay in our ability~~ to ~~timely file~~ - **fail** ~~our periodic~~ **to meet its** ~~reports~~ **reporting** ~~with the SEC~~ **and financial obligations** , which **in turn** could have a **negative impact** ~~material adverse effect~~ on ~~the price~~ **its reputation, brand and financial condition. The Company has restated certain** of ~~our common stock~~ **its previously issued consolidated financial statements, which has resulted in unanticipated costs and may affect investor confidence and raise reputational issues** . As **discussed in Note 1: Summary of Significant Accounting Policies and Note 22: Restated Previously Issued 2021 and 2020 Financial Statements to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this Report, the Company has restated its 2021 and 2020 annual Consolidated Financial Statements following the identification of misstatements. These newly identified misstatements are in addition to misstatements** previously **identified by the Company during 2022, as well as misstatements that were previously identified and** disclosed ~~,~~ in ~~connection with~~ the ~~preparation of the~~ Company ~~'~~ **’** s Annual ~~Report~~ **Reports** on Form 10- K **as of and** for the ~~fiscal year~~ **years** ended December ~~26~~ **25** , ~~2020~~ **2021 and** ~~, we identified a material weakness in our internal control over financial reporting with respect to the fiscal year ended~~ December 26, 2020 ~~,~~ and ~~if we are unable to maintain effective internal control over financial reporting~~ in **certain 2022 and 2021 Quarterly** ~~the future, our ability to report~~ **Reports** ~~our financial condition and~~ **on Form 10- Q. As a** ~~results~~ - **result** of **the misstatements** ~~operations in a timely~~ and ~~accurate manner~~ **the restatements, the Company has become subject to additional risks, uncertainties and costs. The Company may become subject to enforcement proceedings brought by the SEC or other regulatory or governmental authorities, or subject to other legal proceedings, the misstatements or the related restatements, and actions and proceedings** could **also** be ~~adversely affected~~ **brought against the Company’ s current and former employees** , **officers,** ~~investor confidence in our~~ - **or** ~~Company~~ **directors. These actions, lawsuits or other legal proceedings related to the misstatements or the restatements** could ~~diminish~~ **result in reputational harm** , **additional defense** and ~~the value of our common stock may decline. The Company must comply with a number of legal and regulatory requirements, including those under the Sarbanes- Oxley Act of 2002, as amended, which requires us, among~~ other ~~things~~ **costs** , **regardless** ~~to assess and report on the effectiveness~~ of **the outcome of the lawsuit** ~~our~~ - **or proceeding** ~~internal control over financial reporting annually and the reasonable assurance level of our disclosure controls and procedures quarterly~~ . **If** ~~In addition, our independent registered public accounting firm is required to audit~~ the **Company does** ~~effectiveness of our internal control over financial reporting pursuant to Section 404 (b) of the Sarbanes- Oxley Act annually. Our independent registered public accounting firm may issue a report that is adverse if it is~~ not ~~satisfied with the level at which our controls are documented, designed, or operating. Moreover, our testing, or the subsequent testing by our independent registered public accounting firm, may reveal~~ - **prevail** ~~material weaknesses or significant deficiencies. If material weaknesses are identified or we are not able to comply with the requirements of Section 404~~

in ~~a timely manner, our reported financial results could be materially misstated or could subsequently require restatement, we could receive an~~ **any such lawsuit** ~~adverse opinion regarding our~~ - **or proceeding** ~~internal control over financial reporting from our independent registered public accounting firm~~ , ~~we~~ **the Company** could be subject to ~~investigations or sanctions by regulatory authorities, and we could incur~~ substantial ~~expenses. We may~~ **damages or settlement costs, criminal and civil penalties and other remedial measures, including, but** not **limited to, injunctive relief, disgorgement, civil and criminal fines and penalties. In addition, the Company continues to** be **at risk** ~~able to effectively implement system and process changes required~~ for **loss** ~~new standards on a timely basis. Any delays or failure to update our systems and processes could also lead to a material weakness or significant deficiency. A material weakness is a deficiency, or a combination~~ of ~~deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company' s annual or interim consolidated financial statements will not be prevented or detected on a timely basis. As previously disclosed, and as described further in Item 9A. Controls and Procedures, the Company had previously concluded that its internal control over financial reporting was ineffective as of December 26, 2020 due to material weaknesses in internal control over financial reporting related to the control environment at the Fuller Mexico operations and Tupperware Mexico operations, due to override by local management of certain internal controls, which aggregated to material weaknesses in the control environment at the Mexico operations as of December 26, 2020. As further described in Item 9A. Controls and Procedures, the Company successfully remediated its material weaknesses during the fiscal year 2021. However, if the Company is otherwise unable to maintain effective internal control over financial reporting, the ability to record, process and report financial information accurately, and within required time periods, could be adversely affected. This could subject the Company to litigation or investigations requiring management resources and payment of legal and other expenses, negatively affect~~ investor confidence ~~in the Company' s financial statements~~ , **loss of key employees, changes in management** ~~and adversely impact its stock price. See" Item 9A: Controls and Procedures" for~~ - **or** ~~further discussion on these~~ -- **the Company' s Board** ~~material weaknesses and remedial actions. We are unable to predict the outcome~~ of **Directors** ~~the ongoing SEC inquiry and any potential related litigation. The SEC is conducting an~~ **and** ~~inquiry into the Company' s accounting practices relating to its Mexico operations. The Company is fully cooperating with the SEC. As the SEC inquiry is ongoing, the Company is unable to predict how long the inquiry will continue or whether, at its conclusion, the SEC will bring an enforcement action against the Company and, if it does, what fines or~~ other **reputational issues** ~~remedies it may seek. There can be no assurance that the SEC or another regulatory body will not make further regulatory inquiries or pursue action against the Company and its senior officers that could result in potentially significant sanctions and penalties~~ , **all of which** ~~or that could require the Company to take additional remedial steps. Potential sanctions against the Company and / or individuals could include penalties, injunctions, and cease-and- desist orders. Furthermore, publicity surrounding the inquiry or any enforcement action that may result from it~~ could have ~~an~~ **a material** adverse ~~impact~~ **effect** on the Company' s ~~reputation,~~ business, financial ~~condition,~~ **position and** results of ~~operations~~ - **operation** ~~, and cash flows. Accordingly, the ongoing SEC inquiry and any potential related litigation could result in distraction to management and entail risks and uncertainties the outcome of which could adversely affect our financial results and our reputation~~ . The outcome of pending and future claims and litigation could have a material adverse impact on ~~our~~ **the Company' s** business, financial condition, and results of operations and damage ~~our~~ **the Company' s** reputation. ~~We are a~~ **The Company is** party to claims and litigation in the normal course of business. Furthermore, the Company may face material litigation outside the ordinary course of business that could materially adversely impact the Company' s results of operations, financial condition, or cash flows. In February 2020, putative stockholder class actions were filed against the Company and certain current and former officers and directors in the United States District Court for the Central District of California and in the United States District Court for the Middle District of Florida. The actions were consolidated in the United States District Court for the Middle District of Florida, and a lead plaintiff was appointed. On July 31, 2020, the lead plaintiff filed a consolidated amended complaint, which alleges that statements in public filings between January 31, 2018 and February 24, 2020 (the ~~"~~ **"** potential class period ~~"~~ **"**) regarding the Company' s disclosure of controls and procedures, as well as the need for an amendment of its credit facility, violated Section 10 (b) and 20 (a) of the Securities Act of 1934. The **lead** ~~plaintiffs~~ - **plaintiff** ~~seek~~ **seeks** to represent a class of stockholders who purchased the Company' s stock during the potential class period and demand unspecified monetary damages. The Company ~~'~~ **'** s motion to dismiss the complaint was granted on January 25, 2021, but the court permitted the lead plaintiff to file an amended complaint, which the plaintiff filed on February 16, 2021. The Company filed a motion to dismiss the second amended complaint on April 2, 2021. The ~~court~~ **Court** granted the Company' s motion to dismiss the second amended complaint on August 9, 2021, but again permitted the lead plaintiff to file an amended complaint, which the plaintiff filed on August 30, 2021. The Company filed a motion to dismiss the third amended complaint on October 14, 2021, and on February 4, 2022, the Court dismissed the third amended complaint with prejudice. The plaintiff **filed an** ~~may decide to~~ appeal **on April 11, 2022, and** the **11th Circuit Court of Appeals affirmed** dismissal **of the complaint on August 8, 2023** . The ~~Company continues to believe~~ **plaintiff petitioned for rehearing en banc before** the ~~complaints and allegations to be without merit and intends to vigorously defend itself against~~ **11th Circuit Court of Appeals on August 29, 2023. The Court of Appeals denied** the ~~actions~~ **petition for rehearing on October 2, 2023** . The Company is unable at this time to determine whether the outcome of these actions would have a material impact on its results of operations, financial condition ~~,~~ or cash flows. Additionally, several putative stockholders filed stockholder derivative complaints in the United States District Court for the Middle District of Florida against certain of the Company' s current and former officers and directors **relating to the allegations in the securities class action referenced in the preceding paragraph** . The cases were consolidated, and plaintiffs filed a consolidated amended complaint on August 5, 2020. The consolidated amended complaint asserts claims against certain current and former officers and directors for breach of fiduciary duty, unjust enrichment, and contribution for violations of the securities laws based on allegations that the officers and directors allowed the Company to make false or misleading statements in violation of the securities laws. The ~~Court~~ **court** stayed proceedings in this action pending resolution **of the appeal** of the third motion to dismiss in the putative stockholder class action. A similar stockholder derivative complaint was filed in the Ninth Judicial Circuit Court of Florida. The parties reached an agreement to stay this action pending the resolution of the **appeal of the** third motion to dismiss in the putative stockholder class action **. The court has set a status conference on the matter in February 2024** . The Company is unable at this time to determine whether the outcome of these actions would have a material impact on its results of operations, financial condition **or cash flows. In June 2022** , **a putative stockholder class action was filed against the Company and certain current and former officers in the United States District Court for the Southern District of New York. The complaint alleged that statements made in public filings between November 3, 2021 and May 3, 2022 regarding the Company' s earnings and sales performance and full year 2022 guidance violated Sections 10 (b) and 20 (a) of the Securities Act of 1934. The plaintiff sought to represent a class of stockholders who purchased the Company' s shares during the alleged class period and demands unspecified monetary damages. On August 17, 2022, the Southern District of New York entered an order transferring the case to the Middle District of Florida. On September 16, 2022, the court appointed co- lead plaintiffs. On November 30, 2022, the plaintiffs filed a First Amended Class Action Complaint. The First Amended Class Action Complaint is based on alleged misstatements about the Company' s profitability and pricing leading up to May 4, 2022; the plaintiffs also proposed a new class period of May 5, 2021- May 4, 2022. On September 28, 2023, the Court denied the defendant' s motion to dismiss the First Amended Class Action Complaint. The Company is unable at this time to determine whether the outcome of this action would have a material impact on its results of operations, financial condition or cash flows. In August 2022, a stockholder derivative complaint was filed in the Circuit Court of the Ninth Judicial Circuit, in and for Orange County, Florida against certain of the Company' s current and former officers and directors relating to the allegations in the securities class action referenced in the preceding paragraph. The derivative complaint asserts claims against the officers and directors for breach of fiduciary duty, unjust enrichment, and waste of corporate assets based on allegations that, among other things, the officers and directors allowed the Company to make false or misleading statements in violation of the securities laws. On July 28, 2023, the defendants filed a motion to dismiss. On September 21, 2023, the plaintiff filed an amended complaint. The defendants' response to the amended complaint is due on or before November 1, 2023. The Company is unable at this time to determine whether the outcome of these actions would have a material impact on its results of operations, financial condition or cash flows. In 2022, the SEC completed its inquiry into the Company' s accounting practices relating to its previously- owned Fuller Mexico business and its Tupperware Mexico business. On September 29, 2022, the SEC issued a final order approving the settlement of the inquiry. Under the terms of the order, the Company neither admits nor denies the SEC' s findings and paid an immaterial civil penalty, which was fully accrued in the second quarter of 2022. In March 2023, a putative stockholder class action was filed against the Company and certain current and former officers in the United States District Court for the Middle District of Florida. The complaint alleges that statements made in public filings between March 10, 2021 and March 16, 2023 regarding the Company' s income taxes and internal controls violated Sections 10 (b) and 20 (a) of the Securities Act of 1934. On June 5, 2023, the District Court appointed a lead plaintiff, who intends to file an amended complaint by November 13, 2023. Once the lead plaintiff has filed an amended complaint, the Company will be required to respond to the complaint. The Company is unable at this time to determine whether the outcome of this action would have a material impact on its results of operations, financial condition** or cash flows. Legal proceedings in general, and securities and class action litigation and regulatory investigations in particular, can be expensive and disruptive. ~~Our~~ **The Company' s** insurance may not cover all claims that may be asserted against ~~us~~ **the Company** , and ~~we are~~ **the Company is** unable to predict how long the legal proceedings to which ~~we are~~ **the Company is** currently subject will continue. An unfavorable outcome of any legal proceeding may have an adverse impact on ~~our~~ **the Company' s** business, financial condition and results of operations, or ~~our~~ **its** stock price. Any proceeding could negatively impact ~~our~~ **the Company' s** reputation among ~~our~~ **its** customers or ~~our~~ **its** shareholders. **Risks Related** ~~adversely affect short- term results of operations.Although it is not possible~~ to ~~predict such events or their consequences,these events could materially adversely affect the Company' s reputation,business and financial condition.~~ Our **Operations The Company' s** success is substantially dependent on the **strength and** continued service of ~~our~~ **its Board of Directors,** senior management and other key employees,and ~~our~~ **its** continued ability to attract and retain highly talented new team members **with necessary skills to execute against the Company' s key strategies** .The Company' s success depends in part on the efforts and abilities of qualified **board members and** personnel at all levels,including its senior management team and other key employees.Their motivation,skills,experience,contacts,and industry knowledge significantly benefit the Company' s operations and administration.The failure to attract,motivate,and retain **highly qualified** members of the **Board of Directors and** senior management team could have an adverse effect on the Company' s results of operations,cash flows,and financial condition.During ~~2020~~ **2022** ,the composition of the Company' s senior management changed substantially **,with the Company appointing** ~~.Any significant leadership change or senior management transition involves inherent risk and any failure to ensure~~ a **new Chief Financial Officer** ~~smooth transition could hinder the Company' s strategic planning~~ , ~~execution~~ **a new Executive Vice President- Supply Chain** ,and ~~future performance.A change in~~ the **restructuring of its commercial officer functions to move one officer into** ~~senior management team may create uncertainty among investors,employees,and others concerning the Company' s future direction and performance.Any disruption in the Company' s operations or uncertainty could have~~ an ~~adverse effect on its business~~ **advisory role and to promote another officer to Chief Commercial Officer.Management subsequently determined that as of December 31** , **2022 the Company did not maintain a sufficient complement of personnel with an appropriate degree of internal controls and accounting knowledge,experience,and training commensurate with its accounting and** financial **reporting requirements.** ~~condition,or results~~ Furthermore, ~~publicity surrounding ongoing~~ **in 2023 the Company appointed a new Chief Restructuring Officer. Ms. Sheehan, Executive Vice**

President, Chief ~~legal~~ **Legal** ~~proceedings~~ **Officer and Corporate Secretary resigned from her position effective September 30** , **2023 and currently serves as a consultant, and Ms. Otero, Senior Vice President and Chief Accounting Officer and Richard Goudis, Executive Vice Chair and Director, informed the Company of their intentions to resign from their respective positions, effective following the filing of this Report. Also in 2023, the Company' s Vice President, Internal Audit, and its Vice President, Treasurer, resigned from their positions. In addition, the Company' s Board of Directors has** ~~even~~ - **been** ~~if resolved favorably~~ **evaluating changes to its composition, to ensure it is best positioned to support compliance with its Debt Restructuring Agreement and the Company' s Turnaround Plan. Any significant leadership change** ~~for~~ - **or** ~~us,~~ **senior management transition involves inherent risk and any failure to ensure a smooth transition** could ~~result in~~ **hinder the Company' s strategic planning, execution, and future performance. The Company' s recent financial and operational difficulties could lead to the loss of** additional ~~legal proceedings~~ **senior executives. Further changes in the Board of Directors or senior management team may create additional uncertainty among investors, employees, and others concerning the Company' s future direction and performance. Furthermore, the Company-initiated headcount reductions, coupled with employee turnover, have resulted in a loss of continuity of knowledge and has created resource constraints. Any disruption in the Company' s operations or uncertainty could have an adverse effect on its business, financial condition, or results of operations. The Company' s success depends on its ability to maintain and enhance its brand protection, image and reputation. The Company' s iconic Tupperware ® brand has worldwide recognition, and the Company' s continuing success, including the value of its collateral under the Credit Agreement, depends on its ability to maintain and enhance its brand protection, image, and reputation. Maintaining, promoting, and growing the Tupperware brand will depend on design and marketing efforts, sales force and consumer promotions and campaigns, product innovation, and product quality. If the Company is unable to obtain adequate capital resources, then management would have to, among other things, delay, scale back or eliminate some or all of these activities, which would have a material adverse effect on the Company' s operations, brand protection, image and reputation. Furthermore, should there be events of default under the Credit Agreement, the administrative agent and the lenders party to the Credit Agreement have the current right to exercise remedies** against ~~us,~~ **the intellectual property and other collateral of the Company and its subsidiaries pledged** as **collateral security pursuant to the Credit Agreement, including the right to** ~~well~~ **sell** ~~as~~ **or otherwise dispose of such collateral security, which remedial exercises could also have a material adverse effect on the Company' s operations, brand protection, image, and reputation. Failure to protect the Company' s intellectual property rights, or the Company' s conflict with the rights of others, could** damage ~~our~~ **the Company' s brand, weaken its competitive position and negatively impact its results of operations. The Company' s success depends in large part on its** brand image. ~~Risks Related~~ **The Company currently relies on a combination of copyright, trademark, patent and unfair competition laws, confidentiality procedures, and licensing arrangements** to **establish and protect its intellectual property rights. The steps taken by the Company to protect its proprietary rights may not be adequate to prevent infringement of its trademarks and proprietary rights by others, including imitation of its products and misappropriation of its brand. In addition, intellectual property protection may be unavailable** ~~our~~ - **or limited in some jurisdictions. Preventing unauthorized use or infringement of the Company' s intellectual property rights is inherently difficult. The Company' s products are subject to frequent counterfeiting and other intellectual property infringement, which may be difficult to police and prevent, depending upon the ability to identify infringers and the availability and / or enforceability of intellectual property rights. Such counterfeit sales, to the extent they replace otherwise legitimate sales, could adversely affect the Company' s operating results. If the Company is unable to protect its proprietary rights, the Company may be at a disadvantage to others who do not incur the substantial time and expense the Company incurs to create its products. Any of these events could harm the Company' s business and have a material adverse effect on its results of** ~~Operations~~ **operations** ~~Our~~ **and financial condition. The Company' s** success depends, in part, on the quality and safety of ~~our~~ **its** products. Certain of the materials used in the Company' s product lines may give rise to concerns of consumers based upon scientific theories which are espoused from time to time, including the risk of certain materials leaching out of plastic containers used for their intended purposes or the ingredients used in cosmetics, personal care, or nutritional products causing harm to human health. This includes polycarbonate, which contains the chemical Bisphenol A, and polyethersulfone, which contains the chemical Bisphenol S. It is the Company' s policy to market products in each of its business units containing only those materials or ingredients that are approved by relevant regulatory authorities for contact with food or skin or for ingestion by consumers, as applicable. Product safety or quality failures, actual or perceived, or allegations of product contamination, even when false or unfounded, or inclusion of regulated ingredients could tarnish the image of ~~our~~ **the Company' s** brands and could cause consumers to choose other products. Allegations of contamination, allergens, or other adverse effects on product safety or suitability for use by a particular consumer, even if untrue, may require ~~us~~ **the Company** from time to time to recall a product from all of the markets in which the affected production was distributed. Such issues or recalls and any related litigation could negatively affect ~~our~~ **the Company' s** profitability and brand image. ~~We are~~ **The Company is** subject to environmental laws and regulations that expose ~~us~~ **the Company** to a number of risks and could result in significant liabilities and costs. The Company operates manufacturing facilities in the United States and around the world, and is subject to numerous environmental regulations with respect to the operation of those facilities. If the Company were to experience a material adverse environmental event at one of those facilities, or if the Company were to experience any material product safety issue or other significant issue with respect to its products or resins, the Company' s results of operations and financial condition could be materially adversely affected. Furthermore, concern over plastics products may result in new or increased legal and regulatory requirements to reduce or mitigate impacts to the environment. Increased regulatory requirements, including in relation to various aspects of ESG including disclosure requirements, or environmental causes may result in increased compliance or input costs of raw materials, which may cause disruptions in the manufacture of ~~our~~ **the Company' s**

products or an increase in operating costs. If the Company does not adapt to or comply with new regulations, or fails to meet evolving investor, industry, or stakeholder expectations and standards, or if the Company is perceived to have not responded appropriately to the growing concern for ESG issues, customers and consumers may choose to stop purchasing ~~our~~ **the Company' s** products or purchase products from another company or a competitor, and the Company' s reputation, business, or financial condition may be adversely affected. Security incidents and attacks on ~~our~~ **the Company' s** information technology systems could lead to significant costs and disruptions that could harm ~~our~~ **the Company' s** business, financial results, and reputation. The Company relies extensively on information technology systems to conduct its business, some of which are managed by third- party service providers. These systems include, but are not limited to, programs and processes relating to internal communications and communications with other parties, ordering and managing materials from suppliers, converting materials to finished products, receiving orders and shipping product to customers, billing customers and receiving and applying payments, processing transactions, summarizing and reporting results of operations, complying with regulatory, legal or tax requirements, collecting and storing certain customer, employee, investor, and other stakeholder information and personal data, and other processes necessary to manage the Company' s business. Current and increased information technology security threats, and current and more sophisticated computer crime, including advanced persistent threats, pose a risk to the security of the information technology systems, networks, and services of the Company, its customers and other business partners, as well as the confidentiality, availability, and integrity of the data of the Company, its customers and other business partners. Furthermore, the risk of a cybersecurity incident is heightened as more of the Company' s employees work remotely. As a result, the Company' s information technology systems, networks, or service providers could be damaged or cease to function properly or the Company could suffer a loss or disclosure of business, personal, or stakeholder information, due to any number of causes, including catastrophic events, power outages and security breaches. Although the Company has business continuity plans in place, if these plans do not provide effective alternative processes on a timely basis, the Company may suffer interruptions in its ability to manage or conduct its operations, which may adversely affect its business. The Company may need to expend additional resources in the future to continue to protect against, or to address problems caused by, any business interruptions or data security breaches. Any business interruptions or data security breaches, including cyber- security breaches resulting in private data disclosure, could result in lawsuits or regulatory proceedings, damage the Company' s reputation or adversely impact the Company' s results of operations, cash flows, and financial condition. While the Company maintains insurance coverage that could cover some of these types of issues, the coverage has limitations and includes deductibles such that it may not be adequate to offset losses incurred. The Company has experienced various security threats and incidents, including, for example, email compromise events, vulnerabilities, malware, phishing, and non- compliance with internal security requirements and procedures, that have not had a material impact on the Company; however, if the Company were to experience material threats or incidents in the future, there could be significant costs and disruptions that could harm the Company ~~'~~ **'** s business, financial results, and reputation. The Company could also be adversely affected by system or network disruptions if new or upgraded information technology systems or software are defective, not installed properly, or not properly integrated into its operations, as well as if the capacity and system limitations of the Company' s information technology systems or software are exceeded due to the number of the Company' s employees working from home ~~during COVID~~ **due to flexible schedules and work** - ~~19 restrictions~~ **from- home arrangements** . Various measures have been implemented to manage the risks related to the implementation and modification of hardware and software, but any significant disruption or deficiency in the design and implementation of new or upgraded information technology systems or software could have a material adverse effect on the Company' s business, financial position, and results of operations and could, if not successfully implemented, adversely impact the effectiveness of internal ~~controls~~ - **control** over financial reporting ~~. The Company is continuing to upgrade its systems on a worldwide basis, and as disclosed in" Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations," in 2020 the Company incurred a $ 30. 5 million write- off of capitalized software implementation costs related to the front and back office standardization project that was initiated in 2017, due to a shift in the business model and digital strategy set forward by the new leadership team. Current and future indebtedness could restrict our operations, particularly our ability to respond to changes in our business or to take specified actions. The Company must meet certain financial covenants as defined in the applicable agreements to borrow under its credit facilities. In the event the Company fails to comply with any of the covenants or to meet its payment obligations, it could lead to an event of default which, if not cured or waived, could result in the acceleration of outstanding debt obligations. The Company may not have sufficient working capital or liquidity to satisfy its debt obligations in the event of an acceleration of all or a portion of its outstanding obligations. If the Company' s cash flows and capital resources are insufficient to fund its debt service obligations, it may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital, or restructure or refinance its indebtedness. The Company' s ability to restructure or refinance its debt in the future will depend on market conditions and the Company' s financial performance at such time. Any refinancing, if at all, of the Company' s debt could be at higher interest rates and may require the Company to comply with more covenants, which could further restrict its business operations. The terms of existing or future debt instruments may restrict the Company from adopting some of these alternatives. During the fourth quarter of 2021, the Company and certain of its subsidiaries entered into a new credit agreement with Wells Fargo Bank, N. A., as administrative agent, and the other lenders party to such credit agreement. The new credit agreement provides for (i) a revolving credit facility in an aggregate principal amount available to the Company and the subsidiary borrowers of up to $ 480 million, (ii) a term facility available to the Company in U. S. dollars in an aggregate principal amount of $ 200 million and (iii) a term facility available to the Company and the or the Swiss subsidiary borrower in Euros in an aggregate principal amount of € 176 million. The revolving facility is divided into (a) global tranche, Mexican tranche, and Singaporean tranche commitments, with the aggregate amount of borrowings under each tranche not to exceed $ 450 million, $ 15 million, and $ 15 million, respectively, (b) a global tranche letter of credit facility, available up to $ 50 million of the amount of the revolving facility, and (c) a global~~

~~tranche swingline facility, available up to $ 100 million of the amount of the revolving facility. Each of such tranches is available to the Company and the applicable subsidiary borrowers, with extensions of credit to the subsidiary borrowers not to exceed $ 325 million in the aggregate at any time outstanding. The Company is permitted to increase, subject to certain conditions, the revolving facility, the U. S. term facility and / or the Euro term facility so long as (i) the revolving facility is increased by no more than $ 250 million (for a maximum aggregate revolving facility of $ 730 million) and (ii) all facilities are increased by no more than $ 250 million, plus certain repayments of the loans under the credit agreement with Wells Fargo Bank, N. A., and the other parties, plus an unlimited amount provided that the incurrence of such amount does not cause the Consolidated Secured Net Leverage Ratio (as defined in the Credit Agreement and which shall be calculated net of up to $ 100 million of unrestricted cash and cash equivalents (" Cash Netting")) for the four (4) consecutive fiscal quarters then most recently ended to exceed 3. 00 to 1. 00. Each of the Revolving Facility, the U. S. Term Facility, and the Euro Term Facility will mature on November 23, 2026. As the Company' s debt approaches maturity, if the Company is unable to refinance its new credit facility, or if the Company refinances its indebtedness on terms that are less favorable than those currently contained in the credit facility, the Company' s liquidity, results of operations, and financial condition could be materially adversely impacted. The Company' s Tupperware trademark is collateral under the new credit facility. The Company' s iconic Tupperware brand has worldwide recognition, and the Company' s continuing success, including the value of its collateral under the new credit facility, depends on its ability to maintain and enhance its brand protection, image, and reputation. Maintaining, promoting, and growing the Tupperware brand will depend on design and marketing efforts, sales force and consumer promotions and campaigns, product innovation, and product quality. The Company' s commitment to product innovation and quality and its continuing investment in design and brand awareness may not have the desired impact on its brand image and reputation. In addition, the Company' s success in maintaining, extending, and expanding its brand image depends on its ability to adapt to a rapidly changing social media environment and digital dissemination of branding campaigns. The Company could be adversely impacted if it fails to achieve any of these objectives. We may not fully realize the anticipated benefits of the Turnaround Plan and other operating or cost- saving initiatives, which may negatively impact our profitability. In 2020, the Company accelerated transformation initiatives, initiated in the past few years, and developed a comprehensive Turnaround Plan. As the Company works to implement the Turnaround Plan, it may not realize anticipated savings or benefits from one or more of the various restructuring and cost- savings programs undertaken as part of these efforts in full or in part or within the time periods expected. It also may not realize the increase in sales intended to be enabled by the initiatives. The Company' s ability to improve its operating results depends upon a significant number of factors, some of which are beyond its control. Other events and circumstances, such as the effects of the COVID- 19 pandemic, financial and strategic difficulties and delays or unexpected costs, including the impact of foreign currency and inflationary pressures, may occur which could result in not realizing targets or in offsetting the financial benefits of reaching those targets. Reaching those targets may also depend on the level of acceptance by the Company' s sales force of its compensation initiatives. The Company might also experience a decline in revenue in the short- term as part of the implementation of the Turnaround Plan, with the goal of increasing profits in the future. If the Company is unable to realize the anticipated savings or benefits, or otherwise fails to invest in the growth initiatives, the business may be adversely affected. In addition, any plans to invest these savings and benefits ahead of future growth means that such costs will be incurred whether or not these savings and benefits are realized. The Company is also subject to the risks of labor unrest, negative publicity, and business disruption in connection with these initiatives, and the failure to realize anticipated savings or benefits from such initiatives could have a material adverse effect on business, prospects, financial condition, liquidity, results of operations, and cash flows. Furthermore, success of the Turnaround Plan depends on the Company' s ability to compete with other companies in the same markets. The business of marketing the Company' s products is highly competitive and sensitive to the introduction of new products, which may rapidly capture a significant share of the market. These market segments include numerous manufacturers, distributors, marketers, and retailers that actively compete for the business of consumers both in the United States and abroad. In addition, the Company is subject to increasing competition from sellers that utilize digital platforms. Some of these competitors have longer operating histories, significantly greater financial, technical, product development, marketing, and sales resources, more innovative sales channels or platforms, greater name recognition, larger established customer bases, and better- developed distribution channels than the Company does. The Company' s present or future competitors may be able to develop products that are comparable or superior to those offered by the Company, adapt more quickly than the Company does to new technologies, evolving industry trends and standards or customer requirements, or devote greater resources to the development, promotion, and sale of their products than the Company does. For example, if the Company' s competitors develop other products to help store, serve, and prepare food that prove to be more effective than the Company' s products, demand for Company' s products could be reduced. Accordingly, competition may intensify and the Company may not be able to compete effectively in its markets~~. Risks Related to Our Business Model The Company is largely dependent upon the independent sales organizations and individuals to reach end consumers, and any significant disruption of this distribution network may materially adversely affect ~~our~~ **the Company' s** financial condition and operating results ~~. The Company is largely dependent upon the independent sales organizations and individuals to reach end consumers, and any significant disruption of this distribution network would have a negative financial impact on the Company and its ability to generate sales, earnings, and operating cash flows~~. The Company' s distribution system depends upon successful addition, activation, and retention of a large number of independent sales force members **. A significant decline in the number of the Company' s independent sales force members could lead to a decline in sales. The Company' s active sales force declined 18 percent, 15 percent and 16 percent as of the end of the fourth quarter of 2022, the first quarter of 2023 and the second quarter of 2023, respectively, compared to the prior year**. The addition, retention, and activation of sales force members is dependent upon the competitive environment among other companies who also use this channel of distribution and upon the general labor market, unemployment levels, general economic conditions, demographic and cultural changes in the workforce and the level of penetration of the Company’ s sales force in the geographies in which it operates, as well as the introduction of new products. **In addition, if the sales force fails to find the Company’ s product development pipeline to be compelling, or if the Company fails to maintain public confidence in its competitive position due to the Company’ s disclosures regarding liquidity pressures, doubts regarding continuing as a going concern, or otherwise, the Company’ s ability to attract and retain sales force members may be adversely affected.** The Company’ s sales are directly tied to the activity levels of its sales force, which is in large part a temporary working activity for many sales force members. Activity levels may be affected by the degree to which a market is penetrated by the presence of the Company’ s sales force, the amount of average sales per order, the amount of sales per sales force member, the mix of high- margin and low- margin products sold at group demonstrations and elsewhere, and the activities and actions of the Company’ s product line and channel competitors. The Company’ s sales force members may be affected by initiatives undertaken by the Company to grow its revenue base or change its cost base which may lead to the inaccurate perception that the independent sales force system is at risk of being phased out or **that** the Company intends to exit markets **, as well as by external factors such as media coverage associated to the Company’ s liquidity position** . Furthermore, due to the high level of competition in the Company’ s industry, **it** ~~the Company~~ might fail to retain its independent sales force and their customers, which would harm the Company’ s financial condition and operating results. The Company is subject to significant competition for the recruitment of independent sales force from other direct selling businesses. ~~We~~ **Furthermore, the Company faces competition from newer business models that provide a stream of revenue opportunities which the sales force only has to accept (rather than identify on their own). The Company** ~~compete~~ **competes** globally for potential customers and independent sales force, and if ~~we are~~ **the Company is** unable to successfully compete with other direct selling and related businesses, ~~our~~ **the Company’ s** financial condition and operating results could be materially adversely affected. ~~We rely~~ **The Company relies** on ~~our~~ **its** sales force to adapt to changing consumer needs. The Company currently has sales derived from channels other than direct selling. The reliance on this dominant channel in an environment where the consumer expects a frictionless experience could impact the Company’ s business. Furthermore, reliance on this dominant channel was impacted by the pandemic, and while the Company’ s sales force was able to utilize digital tools and social media to compensate for quarantine restrictions, this sales channel could be impacted further if other avenues for communicating with customers are unavailable. ~~Our~~ **The Company’ s** ability to improve ~~our~~ **its** financial performance depends on ~~our~~ **its** ability to anticipate and respond to market trends and changes in consumer preferences. The Company’ s business is subject to changes in consumer trends and demands such as the types of products and materials the Company offers, the ease of finding and ordering the product, and the speed at which the products can be delivered. Consumer preferences and trends may change due to a variety of factors, such as changes in demographic trends, changes in the characteristics and materials used in ~~our~~ **its** products, new market trends, or a weak economy in one or more of the markets in which ~~we~~ **the Company** ~~operate~~ **operates** . The Company’ s ability to accurately predict and respond to these changes could impact the Company’ s financial results. If ~~we are~~ **the Company is** unable to anticipate changes in consumer preferences and trends, ~~our~~ **the Company’ s** business, financial condition, and operating results could be materially adversely affected. ~~Our~~ **The Company’ s** results of operations **, liquidity, and cash flows** could be materially harmed if ~~we are~~ **the Company is** unable to accurately forecast demand for ~~our~~ **its** products **, which could result in a shortage of products or increased inventory levels** . If ~~we~~ **the Company** ~~fail~~ **fails** to accurately forecast customer demand ~~we~~ **it** may experience excess inventory levels or a shortage of products to deliver to ~~our~~ **its** customers **, which could materially adversely impact the Company’ s results of operations, liquidity, and cash flows** . The Company has experienced, and may continue to experience, challenges in supplying products to meet customer demands **, has also experienced high inventory levels due to its supply of products not meeting projected demand** , and might not be able to modify its internal systems, business practices, supply chain arrangements, and logistical support mechanisms quickly enough to meet these demands **or decrease its production efficiently** . If the Company is unsuccessful in **forecasting** ~~keeping pace with these~~ -- **the overall** ~~demands~~ - **demand for its products** , the Company’ s results of operations **, liquidity, and cash flows** could be materially adversely ~~effected~~ **affected** . We are subject to financial risks...... input costs (such as energy) . Risks associated with ~~our~~ **the Company’ s** international operations and sales and changes in economic environments **, including inflation, rising interest rates, and / or a recession,** could adversely affect ~~our~~ **the Company’ s** business and earnings. ~~An~~ **Changes in the** economic ~~slowdown~~ **environment or other governmental restrictions (including, but not limited to, inflation, rising interest rates, and / or a recession)** in any of the countries where the Company operates could materially affect the Company’ s revenues and operating results. Although these operations are geographically dispersed, which partially mitigates the risks associated with operating in particular countries, the Company is subject to the usual risks associated with international operations. Among others, these risks include local political and economic environments, adverse new tax regulations, potentially burdensome privacy protocols, including the EU General Data Protection Regulation, and relations between the United States and foreign governments. In addition, the Company does business in developing countries, some of which have higher risk profiles, and some of the international jurisdictions in which the Company operates have a different, or less developed, legal system that lacks transparency in certain respects relative to that of the United States, and can accord local government authorities a higher degree of control and discretion over business than is customary in the United States. ~~We~~ **The Company** could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act or similar U. S. or foreign anti- bribery and anti- corruption laws and regulations in the jurisdictions in which ~~we~~ **it** ~~operate~~ **operates** . The Company operates in many different jurisdictions, including jurisdictions that are considered high- risk countries, and the Company could be adversely affected by violations of the United States Foreign Corrupt Practices Act (~~"~~ **“** FCPA ~~"~~ **”**) and similar worldwide anti- corruption laws. The FCPA and similar worldwide anti- corruption laws generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. The Company’ s internal policies mandate compliance with these anti- corruption laws. The Company operates in many parts of the world that have experienced corruption to some degree, and in certain circumstances, strict compliance with anti- corruption laws may conflict with local customs and practices. Despite the Company' s training and compliance programs, the Company cannot assure you that its internal control policies and procedures always will protect the Company from reckless or criminal acts committed by Company' s employees or agents. The Company' s continued expansion outside the United States, including in developing countries, could increase the risk of such violations in the future. Violations of these laws, or allegations of such violations, could disrupt the Company' s business and result in a material adverse effect on the Company' s results of operations or financial condition. ~~Our~~ **The Company' s** ability to conduct business in ~~our~~ **its** international markets may be affected by political, legal, tax and regulatory risks. The Company' s global operations expose the Company to a number of additional risks, including: • changes in a specific country' s or region' s political, social, or economic conditions, particularly in emerging markets; • civil unrest, turmoil, or outbreak of disease or illness, such as the novel coronavirus, in any of the countries in which ~~we~~ **the Company** ~~sell~~ **sells** ~~our~~ **its** products or in which ~~we or~~ **the Company** ~~our~~ **or its** suppliers operate; • tariffs, other trade protection measures, as discussed in more detail below, and import or export licensing requirements; • potential adverse changes in trade agreements between the United States and foreign countries ~~; • uncertainty and potentially negative consequences relating to the implementation of the United Kingdom' s decision to leave the European Union (" Brexit")~~ ; • potentially negative consequences from changes in United States and international tax laws; • difficulty in staffing and managing geographically widespread operations; • differing labor regulations; • requirements relating to withholding taxes on remittances and other payments by subsidiaries; • different regulatory regimes controlling the protection of ~~our~~ **the Company' s** intellectual property; • restrictions on ~~our~~ **its** ability to own or operate subsidiaries, make investments or acquire new businesses in these jurisdictions; • restrictions on ~~our~~ **its** ability to repatriate dividends from ~~our~~ **the Company' s** foreign subsidiaries; • difficulty in collecting international accounts receivable; • difficulty in enforcement of contractual obligations not within United States legal jurisdiction; • transportation delays or interruptions; • changes in regulatory requirements; and • the burden of complying with multiple and potentially conflicting laws, including, but not limited to, conflicting labor and employment laws. See ~~"~~ Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations ~~"~~ for further discussion regarding these risks. Evolving global regulations on direct selling companies could harm ~~our~~ **the Company' s** business and financial results. The Company' s business may also be affected by actions of domestic and foreign governments to restrict the activities of direct selling companies for various reasons, including a limitation on the ability of direct selling companies to operate without the involvement of a traditional retail channel. Foreign governments may also introduce other forms of protectionist legislation, such as limitations or requirements on where the products can or must be produced or requirements that non- domestic companies doing or seeking to do business place a certain percentage of ownership of legal entities in the hands of local nationals to protect the commercial interests of its citizens. Customs laws, tariffs, import duties, export and import quotas, and restrictions on repatriation of foreign earnings and / or other methods of accessing cash generated internationally, may negatively affect the Company' s local or corporate operations. Governments may seek either to impose taxes on independent sales force members, to classify independent sales force members as employees of direct selling companies with whom they may be associated, triggering employment- related taxes on the Company' s sales force and / or the direct selling companies, or to impose registration requirements that could impact prospects' willingness to join the sales force. Some governments prohibit or impose limitations on the requirement to purchase demonstration products upon joining a direct selling business and / or the types of activities for which sales force can be compensated. The United States government may impose restrictions on the Company' s ability to engage in business in other countries in connection with the foreign policy of the United States. **Risks Related to Our Common Stock The New York Stock Exchange may delist the Company' s common stock from quotation on its exchange, which could limit investors' ability to sell and purchase the Company' s securities and subject the Company to additional trading restrictions. The Company is currently out of compliance with the New York Stock Exchange (" NYSE ") annual report and quarterly report filing requirements and minimum market capitalization continued listing requirements. As a result, the Company is at risk of the NYSE delisting its common stock. If the Company' s common stock is delisted from the NYSE, the Company could face material adverse consequences, including: • a limited availability of market quotations for the Company' s securities; • reduced liquidity; • a determination that the Company' s common stock is a " penny stock " which will require brokers trading in the Company' s shares to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for its common stock; • a limited amount of news and analyst coverage for the Company; and • a decreased ability to issue additional securities or obtain additional financing in the future. On June 1, 2023, the Company received written notification from the NYSE that it no longer satisfied the continued listing compliance standards set forth under Sections 802. 01B and 802. 01C of the NYSE Listed Company Manual because (i) its average global market capitalization over a consecutive 30 trading- day period was less than $ 50 million and, at the same time, its last reported stockholders' equity was less than $ 50 million and (ii) the average closing price of the Company' s common stock was less than $ 1. 00 over a consecutive 30 trading- day period. In accordance with NYSE procedures, the Company has submitted a business plan to the NYSE demonstrating how it intends to regain compliance with the minimum stock price standard within 6 months, and the global market capitalization standards within 18 months. On August 1, 2023, NYSE provided notice that the Company had regained compliance with the minimum stock price standard, however, the Company continues to be out of compliance with the global market capitalization standard. On August 29, 2023 NYSE provided the Company with a notice of acceptance of its business plan concerning regaining compliance with the global market capitalization standard. The NYSE will perform quarterly reviews during the 18 months from receipt of the Company' s June 1, 2023 letter for compliance with the goals and initiatives as outlined in the Company' s plan. During the cure period, the Company' s common stock will continue to be listed on the NYSE, subject to its compliance with other continued listing requirements. If the Company fails to regain compliance during the cure period, or if the Company fails to meet material aspects of the plan, then the NYSE may commence suspension and**

delisting procedures. Further, on April 7, 2023, the Company received written notice from the NYSE indicating that the Company was not in compliance with Section 802. 01E of the NYSE Manual, as a result of its failure to timely file this Report with the SEC. In connection with the April notice, the Company notified the NYSE that it intended to file this Report and its Form 10- Q for the first fiscal quarter of 2023 (the " Q1 Form 10- Q ") within the six- month cure period, which ended on September 30, 2023. The Company previously disclosed on Current Reports on Form 8- K dated March 16, 2023, April 7, 2023, May 8, 2023, May 30, 2023, July 7, 2023, August 3, 2023, and September 18, 2023 that it had identified multiple prior period misstatements and material weaknesses in internal control over financial reporting for the periods covered by the Form 10- K, and as a result, efforts to complete the financial close process for the first and second quarters of 2023 were delayed until the filing of this Report. Furthermore, as a result of the Company' s challenging financial condition and extensive efforts to complete the restatement of the historical Consolidated Financial Statements, the Company' s Accounting department has experienced, and continues to experience significant attrition, including recent departures and expected departures in key control positions within the Accounting department and other supporting departments. The employee attrition has resulted in resource and skill set gaps, strained resources, and a loss of continuity of knowledge – all of which have contributed to delays in the filing of Forms 10- Q for the first and second quarters of 2023, and are expected to contribute to delays in the filing of the Form 10- Q for the third quarter of 2023 and Annual Report on Form 10- K for fiscal year 2023. On September 20, 2023, the Company submitted a late filer extension request for an additional six- month cure period in which the Company would be requested to file this Report as well as quarterly reports on Forms 10- Q for the first, second, and third quarters of 2023. On October 3, 2023, NYSE approved the Company' s late filer extension requests and the Company now has until March 31, 2024 to file its Forms 10- Q for the first, second and third quarters of 2023. If the Company fails to file quarterly reports on Forms 10- Q for each of the first, second and third quarters of 2023 within the six- month cure period extension, then the NYSE may commence suspension or delisting procedures. The Company currently expects to file the first quarter Form 10- Q in the fourth quarter of 2023 and the Forms 10- Q for the second and third fiscal quarters of 2023 in the first quarter of 2024; however, there can be no assurance that the Forms 10- Q for the first, second, and third quarters of 2023 will be filed by such time. Given the current delays, the Company cannot reasonably predict when the Annual Report on Form 10- K for fiscal year 2023 will be filed. In addition, the Company' s current independent auditor could be dismissed, resign or refuse to stand for re- appointment as a result of these issues, and the process for retaining a new auditor for fiscal year 2023 SEC filings could cause further delays in the Company' s SEC filings. A delisting of the Company' s common stock from the NYSE could negatively impact the Company as it would likely reduce the liquidity and market price of the Company' s common stock and thus (i) reduce the number of investors willing to hold or acquire the Company' s common stock, which would negatively impact the Company' s ability to access equity markets and obtain financing, and (ii) impair the Company' s ability to provide equity incentives to its employees. The Company' s stock price has been and may continue to be subject to volatility. The Company' s stock price has experienced volatility over time and this volatility may continue. Stock volatility in itself may adversely affect shareholder confidence as well as employee morale and retention for those associates who receive equity grants as part of their compensation packages. The impact on employee morale and retention could adversely affect the Company' s business performance and financial results. Stock volatility and other factors may also affect elements of the Company' s capital allocation strategy, and its ability to use equity to fund acquisitions or raise capital. In addition, the Company has received, and may continue to receive, significant media attention, including from blogs, articles, message boards and social media. Information provided by third parties may not be reliable or accurate, or contain misleading, incomplete or otherwise damaging information, which could influence trading activity in the Company' s stock. As a result, the Company' s stock has experienced, and could continue to experience, extreme price and volume fluctuations that may be unrelated to its operating performance, financial position or other business fundamentals. This activity along with other factors, including the involvement of short sellers or activist investors in the Company' s stock, has materially impacted in the past, and could materially impact in the future, the trading price of the Company' s stock, put pressure on the supply and demand for its stock, limit the Company' s shareholders from readily selling their shares and result in significant loss of investment. The market prices and trading volume of our shares of common stock have recently experienced, and may continue to experience, extreme volatility, which could cause purchasers of our common stock to incur substantial losses. The market prices and trading volume of the Company' s shares of common stock have recently experienced, and may continue to experience, extreme volatility, which could cause purchasers of the Company' s common stock to incur substantial losses. From December 30, 2022 to October 5, 2023, the market price of the Company' s common stock has had extreme fluctuations, ranging from a closing day low of $ 0. 62 per share on July 18, 2023, to a closing day high of $ 5. 38 on August 1, 2023, and the last reported sale price of the Company' s common stock on NYSE on October 5, 2023, was $ 1. 26 per share. From December 30, 2022 to October 5, 2023, daily trading volume of the Company' s common stock ranged from as low as 0. 5 million shares to as high as 209. 1 million shares. The Company believes that the recent volatility and the Company' s current market prices reflect market and trading dynamics and macro or industry fundamentals, and the Company does not know how long these dynamics will last. Under the circumstances, the Company cautions investors against investing in the Company' s common stock, unless investors are prepared to incur the risk of incurring substantial losses. Extreme fluctuations in the market price of the Company' s common stock over the past year have been accompanied by reports of strong and atypical retail investor interest, including on social media and online forums. The market volatility and trading patterns the Company has experienced create several risks for investors, including the following: • the market price of the Company' s common stock has experienced and may continue to experience rapid and substantial increases or decreases unrelated to the Company' s operating performance,

prospects, macro or industry fundamentals, and substantial increases may be significantly inconsistent with the risks and uncertainties that the Company continues to face; • factors in the public trading market for the Company' s common stock include the sentiment of retail investors (including as may be expressed on financial trading and other social media sites and online forums), the direct access by retail investors to broadly available trading platforms, the amount and status of short interest in the Company' s securities, access to margin debt, trading in options and other derivatives on the Company' s common stock and any related hedging and other trading factors; • to the extent volatility in the Company' s common stock is caused, as has widely been reported, by a " short squeeze " in which coordinated trading activity causes a spike in the market price of the Company' s common stock as traders with a short position make market purchases to avoid or to mitigate potential losses, investors purchase at inflated prices unrelated to the Company' s financial performance or prospects, and may thereafter suffer substantial losses as prices decline once the level of short- covering purchases has abated; and • if the market price of the Company' s common stock declines, investors may be unable to resell their shares at or above the price at which investors acquired them. The value of newly issued shares of the Company' s common stock may fluctuate or decline significantly in the future, in which case investors could incur substantial losses. The Company may continue to incur rapid and substantial increases or decreases in its stock price in the foreseeable future that may not coincide in timing with the disclosure of news or developments by or affecting the Company. Accordingly, the market price of the Company' s shares of common stock may fluctuate dramatically and may decline rapidly, regardless of any developments in its business. See " — Risk Factor — A " short squeeze " due to a sudden increase in demand for shares of the Company' s common stock that largely exceeds supply and / or focused investor trading in anticipation of a potential short squeeze have led to, may be currently leading to, and could again lead to, extreme price volatility in shares of the Company' s common stock. " Overall, there are various factors, many of which are beyond the Company' s control, that could negatively affect the market price of the Company' s common stock or result in fluctuations in the price or trading volume of its common stock, including: • actual or anticipated quarterly variations in operational results and reactions to earning releases or other presentations or reports issued by the Company; • failure to meet the expectations of securities analysts and investors; • rating agency credit rating actions; • the contents of published research reports about the Company or its industry or the failure of securities analysts to cover the Company' s common stock; • any increased indebtedness the Company may incur in the future or the Company' s inability to refinance any such indebtedness; • actions by institutional shareholders; • speculation or reports by the press or the investment community with respect to the Company or the Company' s industry in general; • short interest in the Company' s common stock and the market response to such short interest; • the dramatic increase in the number of individual holders of the Company' s common stock and their participation in social media platforms targeted at speculative investing; • increases in market interest rates that may lead purchasers of the Company' s shares to demand a higher yield; • changes in the Company' s capital structure; • future sales of the Company' s common stock by the Company, members of the Company' s management or any significant shareholders; • announcements by the Company, its competitors or vendors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments; • third- party claims or proceedings against the Company or adverse developments in pending proceedings; • additions or departures of key personnel; • changes in applicable laws and regulations; • negative publicity for the Company, its business or the Company' s industry; • changes in expectations or estimates as to the Company' s future financial performance or market valuations of competitors, customers or travel suppliers; • results of operations of the Company' s competitors; • the Company' s ability to manage supply chain- related expenses and disruptions in its supply chain; • the impact of the COVID- 19 pandemic; and • general market, political and economic conditions, including any such conditions and local conditions in the markets in which the customers are located. In addition, in the past, shareholders have instituted securities class action litigation following periods of market volatility. If the Company is involved in additional securities litigation, the Company could incur substantial costs and the Company' s resources and the attention of management could be diverted from the Company' s business. Investors may purchase shares of the Company' s common stock to hedge existing exposure or to speculate on the price of its common stock. Speculation on the price of the Company' s common stock may involve long and short exposures. To the extent aggregate short exposure exceeds the number of shares of the Company' s common stock available for purchase on the open market, investors with short exposure may have to pay a premium to repurchase shares of the Company' s common stock for delivery to lenders of the Company' s common stock. Those repurchases may, in turn, dramatically increase the price of shares of the Company' s common stock until additional shares of the Company' s common stock are available for trading or borrowing. This is often referred to as a " short squeeze. " A large proportion of the Company' s common stock has been in the past and may be traded in the future by short sellers, which may increase the likelihood that the Company' s common stock will be the target of a short squeeze, and there is widespread speculation that the Company' s recent volatility in trading price is the result of a short squeeze. A short squeeze and / or focused investor trading in anticipation of a short squeeze have led to, may be currently leading to, and could again lead to volatile price movements in shares of the Company' s common stock that may be unrelated or disproportionate to its operating performance or prospects and, once investors purchase the shares of the Company' s common stock necessary to cover their short positions, or if investors no longer believe a short squeeze is viable, the price of its common stock may rapidly decline. In addition, the Company does not record or have access to information regarding any share lending or short selling transactions other than what is publicly available from third- party providers. The Company does not have reliable information about synthetic shares and fake shares and only maintains records regarding shares that the Company has legally issued and are outstanding. The Company also understands that there has been considerable trading in derivatives on the Company' s shares including both put and call options. These

derivative securities can have the effect of increasing the volatility of the Company’ s share price. Investors that purchase shares of the Company’ s common stock during a short squeeze may lose a significant portion of their investment. Under the circumstances, the Company cautions investors against investing in the Company’ s common stock, unless investors are prepared to incur the risk of losing all or a substantial portion of their investment. Information available in public media that is published by third parties, including blogs, articles, online forums, message boards and social and other media may include statements not attributable to the Company and may not be reliable or accurate. The Company has received, and may continue to receive, a high degree of media coverage that is published or otherwise disseminated by third parties, including blogs, articles, online forums, message boards and social and other media. This includes coverage that is not attributable to statements made by the Company’ s directors, officers or employees. Investors should read carefully, evaluate and rely only on the information contained in or incorporated in the documents filed with the SEC in determining whether to purchase the Company’ s shares of common stock. Information provided by third parties may not be reliable or accurate and could materially impact the trading price of the Company’ s common stock which could cause losses to your investments. General Risk Factors ~~Our financial results and ability to grow our business may be negatively impacted by global events beyond our control. These types of events could disrupt business and otherwise materially adversely affect business and financial condition. With operations in many states and multiple foreign countries, the Company is subject to numerous risks outside of its control, including risks arising from natural disasters, such as fires, earthquakes, hurricanes, floods, tornadoes, unusual weather conditions, pandemic outbreaks and other global health emergencies, terrorist acts or disruptive global political events, or similar disruptions that could materially adversely affect business and financial performance. Any public health emergencies, including a real or potential global pandemic such as those caused by the avian flu, SARS, Ebola, coronavirus, or even a particularly virulent flu, could decrease demand for the Company’ s products and ability to offer them through parties held by the sales force.~~ The ~~worldwide outbreak of the Coronavirus Disease 2019 (" COVID- 19"), which has been declared by the World Health Organization to be a" pandemic," has impacted worldwide economic activity. The~~ Company **relies** ’ s employees, contractors, suppliers...... or results of operations. We rely on third- party suppliers for raw materials and the loss of these suppliers, a supplier’ s inability to supply a raw material or a disruption or interruption in the supply chain may adversely affect ~~our~~ **the Company’ s** business. The supply and cost of raw materials, particularly petroleum and natural gas- based resins, may have an impact on the availability or cost of the Company’ s plastic products. ~~We~~ **The Company** may experience a significant disruption in the supply of raw materials from current sources or, in the event of a disruption, ~~we~~ **the Company** may be unable to locate alternative materials suppliers of comparable quality at an acceptable price, or at all. Moreover, ~~our~~ **the Company’ s** suppliers may not be able to fill ~~our~~ **the Company’ s** orders in a timely manner depending on market conditions or increased demand for product. **The Company’ s lack of liquidity could also impair the Company’ s relationships with its third- party suppliers.** In addition, if ~~we~~ **the Company** ~~lose~~ **loses** or ~~need~~ **needs** to replace an existing supplier as a result of adverse economic conditions or other reasons, additional supplies of ~~fabrics or~~ raw materials or additional manufacturing capacity may not be available when required on terms that are acceptable to ~~us~~ **the Company** , or at all, or suppliers or manufacturers may not be able to allocate sufficient capacity to ~~us~~ **the Company** in order to meet ~~our~~ **the Company’ s** requirements. Even if ~~we are~~ **the Company is** able to expand existing sources, ~~we~~ **the Company** may encounter delays in production and added costs as a result of the time it takes to train ~~our~~ **its** suppliers on ~~our~~ **its** methods, products and quality control standards. Any delays, interruption or increased costs in the supply of raw materials could have an adverse effect on ~~our~~ **its** ability to meet consumer demand for ~~our~~ **its** products and result in lower net revenues and net income (or higher net loss) both in the short and long **-** term. **The Company’ s financial** ~~Failure to protect our intellectual property rights, or our conflict with the rights of others, could damage our brand, weaken our competitive position and negatively impact our~~ results ~~of operations. Our success depends in large part on our brand~~ -- **and ability** ~~image. We currently rely on a combination of copyright, trademark, patent and unfair competition laws, confidentiality procedures, and licensing arrangements~~ to **grow its business** ~~establish and protect our intellectual property rights. The steps taken by us to protect our proprietary rights may not be adequate to prevent infringement of our trademarks and proprietary rights by others, including imitation of our products and misappropriation of our brand. In addition, intellectual property protection~~ may be ~~unavailable or limited in some jurisdictions~~ **negatively impacted by global events beyond its control** . ~~Preventing unauthorized use or infringement of our intellectual property rights~~ **With operations in many states and multiple foreign countries, the Company** is ~~inherently difficult. The Company’ s products are~~ subject to ~~frequent counterfeiting~~ **numerous risks outside of its control, including risks arising from natural disasters, such as fires, earthquakes, hurricanes, floods, tornadoes, unusual weather conditions, pandemic outbreaks** and other ~~intellectual property infringement~~ **global health emergencies** , **terrorist acts or disruptive global political** ~~which may be difficult to police and prevent~~ -- **events** , ~~depending upon the ability to identify infringers and the availability and /~~ or **similar disruptions that** ~~enforceability of intellectual property rights. Such counterfeit sales, to the extent they replace otherwise legitimate sales,~~ could **materially** adversely affect **business and financial performance. Any public health emergencies, including a real** ~~our~~ - **or potential global pandemic such as those caused by the avian flu, SARS, Ebola, coronavirus, or even a particularly virulent flu, could decrease demand for the Company’ s products and ability to offer them through parties held by the sales force. The worldwide outbreak of the Coronavirus Disease 2019 (“ COVID- 19 ”), which was declared by the World Health Organization to be a “ pandemic, ” has impacted worldwide economic activity. While COVID- 19 and its variants continued into 2022, the impact from continued partial lockdowns was isolated primarily to China. Refer to Item 7. Management’ s Discussion and Analysis of Financial Condition and Results of Operations of this Report for further information. The Company continued to navigate the impacts of the global COVID- 19 pandemic to ensure the safety of its employees and their families, sales force, and consumers, and to mitigate the impact of the pandemic on its** ~~operating~~ **operations and financial** results. **Uncharacteristic** ~~If we are unable to protect our~~ - **or** ~~proprietary rights, we may be at a disadvantage~~ **significant weather**

conditions can affect travel and the ability of businesses to ~~others who do~~ **remain open, which could lead to decreased ability for sales force to connect with customers and materially adversely affect short- term results of operations. Although it is** not **possible** ~~incur the substantial time and expense we incur~~ to ~~create~~ **predict such events** ~~our~~ - **or their consequences,** ~~products. Any of~~ these events could ~~harm our~~ **materially adversely affect the Company' s reputation,** business ~~and have a material adverse effect on our results of operations~~ and financial condition. ~~Our stock price may be volatile, and an investment in our common stock could suffer a decline in value. The Company can also experience volatility in its common stock due to various factors, including negative investor sentiment and other factors beyond our control. These factors may include, among others, overall performance of the equity markets, variations in our quarterly results of operations or those of our competitors, our ability to meet our published guidance and securities analyst expectations, or recommendations by securities analysts. Broad market and industry fluctuations, as well as general economic, political, regulatory, and market conditions, may also impact the market price of our common stock. Other risks, as discussed in the section entitled Forward-Looking Statements in" Item 7A. Quantitative and Qualitative Disclosures About Market Risk of this Report," can be relevant to performance as well. These fluctuations could cause you to lose all or part of your investment in our common stock.~~