

Risk Factors Comparison 2025-02-27 to 2024-03-14 Form: 10-K

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The risks and uncertainties described below are certain of the risks and uncertainties facing our business. These risks and uncertainties, together with other risks and uncertainties not currently known or not currently deemed material, could materially and adversely affect our business, financial condition, results of operations, could cause actual results to differ materially from our expectations and projections, and could cause the market value of our stock to decline. You should consider these risk factors when reading the rest of this Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our financial statements and related notes included elsewhere in this document. These risk factors may not include all of the important factors that could affect our business or our industry or that could cause our future financial results to differ materially from historic or expected results or cause the market price of our common stock to fluctuate or decline. RISK FACTOR SUMMARY The following is a summary of certain risks and uncertainties that could materially and adversely affect our business, financial condition, and results of operations. You should read this summary together with the more detailed description of each risk factor contained below. Risks Associated with our Strategy & Technology • If we do not successfully execute our **business-growth** strategy, ~~including our strategic initiatives to grow and transform our business~~, our operating results could be negatively impacted. • If we do not ~~swiftly and~~ successfully develop and introduce new solutions **that achieve** in the competitive, rapidly changing markets- **market** in which we do **acceptance and keep pace with technological developments, our** business, ~~our business results~~ **may of operations and financial condition could be harmed** impacted. • If we do not compete effectively within the competitive markets we serve, ~~we may not be successful~~. • If we fail to maintain a consistently high level of customer service or if we fail to manage our reputation, our brand, business and financial results may be harmed. • **We may not achieve some** ~~If we are unable to successfully manage our~~ **or profitability and all of the expected benefits of our** cost reduction initiatives, ~~and~~ our operating results could be adversely affected. • Our **growth depends in part on the success of our strategic relationships with third parties and our ability to integrate with third- party applications and software.** • Our acquisitions, divestitures and other strategic transactions **or future acquisitions** may not produce anticipated results, which could have a material adverse effect on our business, financial condition or results of operations. • **We may be held liable to the buyer of our Digital Banking business if we fail to perform under our agreements and the performance of such services may negatively affect our business and operations.** • **We may not realize the anticipated cost savings or other benefits related to the Hardware Business Transition on a timely basis or at all.** Risks Associated with the Spin- Off of NCR Atleos • ~~We may not achieve some or all of the expected benefits of the Spin- Off of NCR Atleos.~~ • If the Spin- Off fails to qualify for tax- free treatment, it could result in substantial tax liability for us and our stockholders. • We may be held liable to NCR Atleos if we fail to perform under our agreements with NCR Atleos, and the performance of such services may negatively affect our business and operations. • Potential indemnification obligations to NCR Atleos or a refusal of NCR Atleos to indemnify us pursuant to agreements executed in the Spin- Off could materially adversely affect us. Risks **Related to Cybersecurity, Data Privacy and Intellectual Property** • **Our inability to protect our systems and data from cybersecurity threats or other technological risks could adversely affect our business operations or stock price and damage our brand and reputation.** • **We are subject to evolving global laws and regulations relating to data privacy, data protection and information security, which may require us to incur substantial compliance costs or harm our business operations.** • **Our intellectual property is valuable and our inability to protect it could reduce the value of our products, services and brand and harm our competitive position.** • **Claims by others that we infringe upon, misappropriate or otherwise violate their intellectual property or other proprietary technology could have a material and adverse effect on our business, results of operations and financial condition.** Risks Associated with our Business & Operations • **We face extensive competition in Data protection, cybersecurity and data privacy issues could negatively impact our business.** • **Our business- markets and if we do not compete effectively, we** may **not** be **successful** negatively affected by domestic and global economic and credit conditions. • A downturn, consolidation or decrease in technology spend in the financial services industry could harm our digital banking business. • Disruptions in our data center hosting and public cloud facilities could adversely affect our business. • **Defects, errors, installation difficulties or development delays could expose us to potential liability, harm our reputation and negatively impact our business.** • **Our artificial intelligence capabilities may not operate as anticipated, which could adversely affect our reputation, revenues and profitability.** • **We rely on the availability of third- party licenses, and our inability to maintain those licenses could harm our business.** • **Changes in U. S. or foreign trade policies and other factors beyond our control may adversely impact our business and operating results.** • If we are unable to maintain and update our information technology systems to meet the needs of our business, our business could be adversely impacted. • If we do not retain key employees, or ~~attract quality new~~ **if we are unable to recruit, develop** and ~~replacement~~ **retain qualified** employees, we may not be able to meet our business objectives. • ~~Defects, errors, installation difficulties or development delays could expose us to potential liability, harm our reputation and negatively impact our business.~~ • ~~If third - party suppliers upon which we rely~~ **to manufacture our products and to supply key components necessary for our products and services** are not able to fulfill our needs, our ability to timely bring our products to market could be affected. • **We face uncertainties with regard to regulations, lawsuits and other related matters.** • Our payments- related business subjects us to additional regulatory requirements and other risks and uncertainties that could be costly and difficult to comply with or that could harm our business. • **Changes to our tax rates and additional income tax liabilities could impact profitability.** • Our international operations

subject us to additional risks that can adversely affect our business, financial condition and results of operations. • Our risk management efforts may not be fully effective in mitigating our risk exposure, which could expose us to losses and liability and otherwise harm our business. • A major natural disaster or catastrophic event could have a materially adverse effect on our business, financial condition and results of operations, or have other adverse consequences. • Our historical manufacturing activities subject us to environmental exposures. Risks Associated with our Finance & Accounting • Our level of indebtedness could limit our financial and operating activities and adversely affect our ability to incur additional debt to fund future needs. • The terms of the documents governing our indebtedness include financial and other covenants that could restrict or limit our financial and business operations. • Despite our current levels of debt, we may still incur substantially more debt, including secured debt, and other liabilities, which would increase the risks described in these risk factors relating to indebtedness. • If we are unable to continue to access or renew financing sources and obtain capital, our ability to maintain and grow our business may be impaired. • Our cash flows may not be sufficient to service our indebtedness, and if we are unable to satisfy our obligations under our indebtedness, we may be required to seek other financing alternatives, which may not be successful. • Borrowings under our senior secured credit facilities bear interest at a variable rate, which could cause our debt service obligations or other costs of capital under our senior secured credit facilities to increase significantly. • The terms governing our trade receivables facility, including the length of term, financial and other covenants, and obligations to remit collections on the sold receivables could restrict or otherwise limit our financial and business operations. • Certain changes in control may result in an acceleration of our indebtedness or our obligations under other financing arrangements, or may require us to repurchase our senior unsecured notes or our Series A Convertible Preferred Stock. • A lowering or withdrawal of the ratings assigned to us or our debt securities by rating agencies may increase our future capital costs and reduce our access to capital. • We may be required to write down the value of certain significant assets, which would adversely affect our operating results. • Our failure to maintain effective internal control over financial reporting or our failure to remediate our material weaknesses in our internal control over financial reporting, could have a material adverse effect on our results of operations, financial condition and cash flows. Risks Associated with Law & Compliance • Failure to protect intellectual property, and issues related to third party intellectual property can have an adverse effect. • Changes to our tax rates and additional income tax liabilities could impact profitability. • We face uncertainties with regard to regulations, lawsuits and other related matters. Risks Associated with our Governance • Our Series A Convertible Preferred Stock has rights, preferences and privileges that are not held by, and are preferential to, the rights of our common stockholders, which could adversely affect our liquidity and financial condition, and may result in the interests of the holders of our Series A Convertible Preferred Stock differing from those of our common stockholders. • The issuance of shares of our Series A Convertible Preferred Stock reduces the relative voting power of holders of our common stock, and the conversion and sale of those shares would dilute the ownership of such holders and may adversely affect the market price of our common stock. • We could be subject to actions or proposals from stockholders that do not align with our business strategies or the interests of our other stockholders. **RISKS ASSOCIATED WITH OUR STRATEGY AND TECHNOLOGY** If we do not successfully execute our **business growth** strategy, including our strategic initiatives to grow and transform our business, our operating results could be negatively impacted. We have taken **significant** steps toward executing on, including the Spin-Off of our strategy **ATM- focused business and the sale of our Digital Banking business**, to transform the Company to a platform- led software and services **provider for** business, including the Spin-Off of **retail and restaurant industries and have shifted** our **strategic ATM- focused business**. Our focus **towards accelerating the adoption of** on increased software and services revenue, as well as recurring revenue, includes a shift away from perpetual license- based products that yield revenue recognized at an earlier point in time to a term license model, that includes a termination for convenience which could have a negative impact on our **platform** revenue and margin. Successful execution of our **growth** strategy depends on a number of different factors including, among others, our ability to **convert existing customers to our platform and** attract new customers, maintain existing customers, and attract additional customers to our commerce platform; **to** developing **develop**, and deploying **deploy new or enhanced** and supporting the next generation of digital first software and cloud solutions **and technologies** for the industries we serve; **to facilitate** market acceptance of our new and existing software and cloud solutions; adoption by **our** new and existing customers of our payment solutions; enabling our sales force to **expand** use a consultative selling model that better incorporates our comprehensive **services capabilities** and new solutions **geographic coverage**; **to** transform our services performance, capabilities and coverage to improve efficiency; **to** incorporate remote diagnostic and other technologies, such as artificial intelligence, that align with and support our solutions; **and to** cross- sell additional products and services to our existing customer base; manage professional services and other costs associated with large solution roll- outs; and integrating, and developing and supporting software gained through acquisitions. Our growth strategy depends, in part, on our ability to attract additional customers to our commerce platform. Our ability to convert existing customers to our platform or attract new customers to commerce platform depends on a number of factors, including the effectiveness of our sales team, the success of our marketing efforts, our levels of investment in expanding our sales and marketing teams, referrals by existing customers, and the availability of competitive technology platforms. In addition, we continue to pursue growth with small- and medium- sized and mid- market **customers** businesses in our retail and restaurant segments by increasing our use of indirect sales channels, and by developing, marketing and selling solutions aimed for such businesses. It is not yet certain whether these initiatives will yield the anticipated benefits, or whether our solutions will be compelling and attractive to small- and medium- sized businesses. If we are not successful in attracting additional customers to our commerce platform, expanding our customer base at the rate that we anticipate, implementing and managing these initiatives, or if the costs to complete these initiatives is higher than anticipated, we may not meet our growth and gross margin projections or expectations, and operating results could be negatively impacted. If we do not **swiftly and** successfully develop and introduce new solutions in the competitive **that achieve market acceptance and keep pace with technological developments**, rapidly changing **our business, results of operations and financial condition could be harmed. The retail**

and restaurant markets in which we do business compete are characterized by rapid technological advancement, our business results may be impacted increasingly sophisticated consumer needs and preferences, evolving security technology and industry standards, and frequent new product introductions and enhancements. Our success growth and profitability depend depends in part on our ability to develop new or sufficiently differentiated solutions and introduce new solutions in the retail, restaurant enhancements to our product offerings on a timely and digital banking markets cost- effective basis. The development process for our solutions requires high levels of innovation from our product development teams as well as suppliers of the components embedded or incorporated in our solutions. To support our growth, we expect to continue to spend capital and may need to increase our capital expenditures to enhance our products and platform capabilities. In addition, certain of our solutions, including our cloud solutions, may require us to build, lease or, expand, and maintain, infrastructure (such as hosting centers) to support them. The development process can be lengthy and costly, and requires us to commit a significant amount of resources to bring our business solutions to market. In addition, our success may be impacted by safety and security technology and industry standards. We may not be able to anticipate our customers' needs and technological and industry trends accurately, or to complete development of new solutions efficiently. Further, once we have developed new solutions, if we cannot successfully market and sell those solutions, our business and operating results could be negatively impacted. As we develop, acquire, and introduce new technologies, including those that incorporate artificial intelligence and machine learning, we may be subject to new or heightened legal, ethical, and other challenges, including the ability to innovate as quickly as our competitors as well as increased research and development expenses. In addition, contract terms, market conditions or customer preferences may affect our ability to limit, sunset or end- of- life our older products in a timely or cost- effective fashion. We If any of these risks materialize, we may be unable to introduce new solutions into the market on a timely basis, if at all, and our business and operating results could be impacted. Likewise, we sometimes make assurances to customers regarding the operability and specifications of new technologies, and our results could be impacted if we are unable to deliver such technologies, or if such technologies do not perform as planned. We face extensive competition in our markets and if we do not compete effectively, we may not be successful. The markets in which we compete are characterized by rapid technological advances, intense competition among existing and emerging competitors, and frequent new product introductions. We face a variety of competitors in the retail, restaurant and digital banking markets and our competitors also include other large companies in the information technology industry, many of which have more financial and technical resources than we do. Our future success depends on our ability to anticipate and identify changes in customer needs and / or relevant technologies, quickly respond to customer requirements, and rapidly and effectively introduce new and innovative products, features, and functions, while maintaining the integrity, quality, and competitiveness of our existing products. If we fail in these efforts, our business, financial condition, and results of operations could suffer, and our ability to achieve and sustain profitability adversely impacted. Our business and operating performance also could be impacted by external competitive pressures, such as consolidation, increasing price erosion and the entry of new competitors and technologies into our existing product and geographic markets. In addition, our customers sometimes finance our product sales through third- party financing companies, and in the case of customer default, these financing companies may be forced to resell this equipment at discounted prices, competing with us and impacting our ability to sell incremental units. The impact of these product and pricing pressures could include lower customer satisfaction, decreased demand for our solutions, loss of market share and reduction of operating profits. If we fail to maintain a consistently high level of customer service or if we fail to manage our reputation, our brand, business and financial results may be harmed. We believe our focus on customer service and support is critical to attract and onboard new customers, retain our existing customers and grow our business. If we are unable to maintain a consistently high level of customer service, including through our use of third- party service providers or by leveraging evolving technology such as artificial intelligence, our business ability to grow our operations may be harmed and negatively impacted. In addition, in order to maintain adequate levels of service, we may need to hire additional support personnel, which could harm increase our costs margins and results of operations. Our sales are highly dependent on our business reputation and on positive recommendations from our existing customers. Any failure to maintain high- quality customer support, or a market perception that we do not maintain high- quality customer support, could adversely affect our reputation and brand, our ability to benefit from referrals by existing customers, our ability to sell cross- sell our products and services to existing and prospective customers, and our business, financial condition, or results of operations. In addition, certain of our customer agreements include service level commitments or milestones. If we fail are unable to successfully manage meet these contractual commitments, our or profitability if we suffer extended periods of unavailability for our solutions, we could face contract terminations or, as a result of such failures, pay damages or issue credits to our customers. Moreover, our failure to meet our commitments could result in customer dissatisfaction, reputational harm, or the loss of customers, and adversely affect our business and results of operations. We may not achieve some or all of the expected benefits of our cost reduction initiatives, and our operating results could be adversely affected. As part of our growth strategy, we have implemented strategic undertaken and may undertake in the future cost reduction initiatives that we believe will drive operating efficiencies and margin expansion and we may engage in similar efforts in the future. As these plans and actions in order are complex, we may not be able to achieve the operating efficiencies to reduce costs. We may not obtain the anticipated cost savings or operational improvements or realize the benefits that were anticipated in connection with these initiatives within the projected timing or at all. Further, such benefits may be realized later than expected, and the ongoing difficulties in implementing these measures may be greater than anticipated, which could cause us to incur additional costs or result in business disruptions. Additionally, as a result of restructuring initiatives, we may experience a loss of continuity, loss of accumulated knowledge, loss of key employees and / or other retention issues or inefficiencies during transitional periods. Cost reduction initiatives can require a significant amount of time and focus, which may divert attention from operating and growing our business. Moreover, projections of any cost savings or other benefits associated with our initiatives are based on a number of assumptions and

subject to economic, competitive, and other uncertainties, some of which are beyond our control. If we are unable to execute these initiatives as planned, we may not realize all or any of the anticipated benefits, which could have an adverse effect on our business, financial condition, results of operations and cash flows. Our growth depends in part on the success of our strategic relationships with third parties and our ability to integrate with third-party applications and software. The success of our platform depends, in part, on our ability to integrate third-party applications, software, and other offerings into our platform and we anticipate that the growth of our business will continue to depend on these third-party relationships, including relationships with ordering service providers, payment processors, loyalty providers, and other partners. Integrating third-party content and technology requires significant time and resources, and third-party providers may choose to change the economics of or terminate their relationships with us, to compete directly against us, to enter into exclusive arrangements with our competitors, or to make material changes to their businesses, solutions, or services that could be detrimental to our business. Third-party developers may change the features of their applications and software or alter the terms governing the use of their offerings in a manner that is adverse to us. We may also be unable to maintain our relationships with certain third parties if we are unable to integrate their offerings into our platform. In addition, third parties may refuse to partner with us or limit or restrict our access to their offerings. We may not be able to adapt to the data transfer requirements of third-party offerings. If we fail to integrate new third-party offerings into our platform that our customers need to operate their businesses, or to provide the proper support or ease of third-party integrations our customers require, we may lose business or be unable to compete. If we lose access to solutions or services from a particular partner, or experience a significant reduction or disruption in the supply of services from a current partner, it could have an adverse effect on our business and operating results. Our acquisitions, divestitures and other strategic transactions or future acquisitions may not produce anticipated results, which could have a material adverse effect on our business, financial condition, or results of operations and cash flows.

~~Our~~ We have made and expect to continue to make acquisitions, divestitures and other strategic transactions may not produce anticipated results, which could have a material adverse effect on our business, financial condition or results of operations. We have made and expect to continue to make acquisitions, divestitures and other strategic transactions to strengthen our business and grow our Company. For example, **in October 2023** we completed the Spin-Off of **NCR Atleos** and **in September** our ATM business on October 16, 2023-2024. Such transactions present significant challenges and risks, as the market for acquisitions, divestitures and other strategic transactions is highly competitive, especially in light of industry consolidation, which may affect our ability to complete such transactions. If we are unsuccessful in completing such transactions or if such opportunities for expansion do not arise, our business, financial condition or results of operations could be materially adversely affected. If such transactions are completed, the anticipated growth and other ~~the sale~~ strategic objectives of such transactions **our Digital Banking segment. We may not be able** fully realized or may take longer to realize than **achieve the** expected **strategic, financial, operational, and other** a variety of factors may adversely affect any anticipated benefits from such transactions. Our acquisitions, divestitures and other ~~the~~ strategic transactions face difficulties, including, but not limited to, the following: • disruption to our business and the successful execution of our growth strategy; • diversion of management's focus from other business operations; • increased capital and research and development expenses and resource allocation; • delays or difficulties in the assimilation and integration of different business operations, corporate cultures, personnel, infrastructures (such as data centers) and technologies or solutions acquired or licensed, while maintaining quality, and designing and implementing appropriate risk management measures; • failure to retain key employees and talent associated with the current or acquired business; • incurring significant transaction fees and costs, impairment charges or other losses related to divestitures; • assuming unintended liabilities; • the possibility of conflict with joint venture or alliance partners regarding strategic direction, prioritization of objectives and goals, governance matters or operations. There is risk that the integration and development of new technology or solutions may take longer than anticipated and may not meet estimated growth projections or expectations, or investment recipients may not successfully execute their business plans. Further, we may not achieve the projected efficiencies and synergies once we have integrated the business into our operations, which may lead to the impairment or write down of assets, and other additional costs not anticipated at the time of acquisition. In the case of a divestiture, we may have difficulty finding buyers or alternative exit strategies on acceptable terms in a timely manner. We may also dispose of a business at a price or on terms that are less desirable than we had anticipated. In addition, we may experience fewer benefits than expected, and the impact of the divestiture on our financial performance may be larger than projected. The failure of acquisitions, divestitures and other strategic transactions to perform as expected could have a material adverse effect on our business, financial condition or results of operations.

~~SPIN-OFF OF NCR ATLEOS~~ The Spin-Off of NCR Atleos may not achieve some or all of the expected benefits and may adversely affect our ~~or Digital Banking~~ business. On October 16, 2023, we completed the separation of our ATM business through the Spin-Off of NCR Atleos. We may not be able ~~Sale~~ to achieve the full strategic, financial, operational, and other benefits that are expected to result from the Spin-Off, or such benefits may be delayed. We cannot predict with certainty when the benefits expected from the Spin-Off **or Digital Banking Sale** will occur or the extent to which they will be achieved, or that the costs or dis-synergies of the ~~transaction~~ **transactions** will not exceed the anticipated amounts. If we fail to achieve some ~~Further, the impact of the divestitures (or other acquisitions or dispositions) on~~ **Further, the impact of the divestitures (or other acquisitions or dispositions) on** or ~~our~~ all of the benefits expected to result from **financial performance may be larger than projected.** **Following** the Spin-Off **and Digital Banking Sale**, or if such benefits are delayed, our business could be harmed. ~~Following the Spin-Off~~, we are a smaller company with a less diversified product portfolio and a narrower business focus. As a result, we may be more vulnerable to changing market conditions and the other risks impacting our operations, which could materially and adversely affect our business, financial condition and results of operations. **In addition, we may continue to expand our business through acquisitions of complementary products and technologies. Acquisition transactions present significant challenges and risks, especially in light of a highly competitive market and industry consolidation, which may affect our**

ability to complete such transactions. If we are unable to complete strategic acquisitions or if such opportunities do not arise, our growth opportunities could be adversely affected. If such transactions are completed, the anticipated growth and other strategic objectives may not be fully realized or may take longer to realize than expected, and a variety of factors (such as business disruption, integration, talent loss, misallocation of resources and transaction costs, among others) may adversely affect any anticipated benefits from such transactions. The failure of acquisitions, divestitures and other strategic transactions to perform or deliver results as expected could have a material adverse effect on our business, financial condition or results of operations. We may be held liable to the Buyer of our former Digital Banking Business if we fail to perform under our agreements with the Buyer, and the performance of transition services to the Buyer may negatively affect our business and operations. In connection with the Digital Banking Sale, we and the Buyer entered into certain agreements, including a transition services agreement, providing for the performance of certain services by us for the benefit of the Buyer for a period of time after the Digital Banking Sale. If we do not satisfactorily perform our obligations under these agreements, we may be held liable for certain losses incurred by the Buyer. In addition, during the transition services period, our management and employees may be required to divert their attention away from our business in order to provide services to the Buyer, which could adversely impact our business. Further, as a result of these transition services, our counterparty will have access to certain of our information technology systems and shared information technology infrastructure during the transition services period. Any disruption, degradation, destruction or manipulation of our information technology systems as a result of such access, whether accidental or intentional, may cause cybersecurity, data protection or privacy incidents or failures, which could in turn interrupt or adversely impact our operations or our reputation. We may not realize the anticipated cost savings or other benefits related to the transition of our Hardware Business to an outsourced design and manufacturing (ODM) model on a timely basis or at all. In August 2024, we announced our entry into a commercial agreement with Ennoconn Corp. (“Ennoconn”) to transition our point- of- sale and self- checkout hardware businesses to an outsourced design and manufacturing model (the “Hardware Business Transition”). We and Ennoconn are working to implement the Hardware Business Transition. We have experienced delays, and may experience additional unanticipated delays, in migrating certain aspects of our hardware business to Ennoconn. We expect the Hardware Business Transition to be completed in 2025; however, the Hardware Business Transition may not be implemented successfully or within the anticipated timeline. We anticipate that, once the Hardware Business Transition is implemented, we will record revenue from point- of- sale and self- checkout hardware sales on a net basis, excluding the costs paid to Ennoconn. Until the implementation of the Hardware Business Transition, the substantial majority of the revenue from our hardware business is attributable to point- of- sale and self- checkout hardware. Under our new business model following the Hardware Business Transition, a substantial majority of the revenue related to the sale of hardware will no longer be recognized by us and will instead be recognized by our counterparty. This will result in a substantial decrease to our hardware- related revenue and could have an adverse impact on our business and results of operations. We also expect to reduce hardware- related costs in connection with the Hardware Business Transition. If we are unable to reduce costs in connection with the Hardware Business Transition or if the Hardware Business Transition has an adverse impact on our hardware sales or customer relationships, this could have an adverse impact on our future operating results and financial condition. In addition, as a result of the Hardware Business Transition, a third party will design, manufacture, warrant, supply, and ship self- checkout and point- of sale hardware directly to our customers. If our counterparty fails to deliver on their commitments or otherwise breaches their obligations to our customers, our reputation and our relationship with our customers may be harmed which may adversely impact our results of operations and financial condition.

RISKS ASSOCIATED WITH THE SPIN- OFF OF NCR ATLEOS If the Spin- Off fails to qualify for tax- free treatment, it could result in substantial tax liability for us the Company and its our stockholders. We received an opinion of counsel to the effect that, for U. S. federal income tax purposes, the Spin- Off qualifies for tax- free treatment under certain sections of the Internal Revenue Code. However, the opinion relies on certain facts, assumptions, representations and undertakings from us the Company and NCR Atleos, including those regarding the past and future conduct of the companies’ respective businesses and other matters, and the opinion would not be valid if such assumptions, representations and undertakings were incorrect. Furthermore, the opinion is not binding on the Internal Revenue Service (“IRS”) or the courts. If the Spin- Off is determined to be taxable for U. S. federal income tax purposes, we and our the Company’s stockholders that are subject to U. S. federal income tax and the Company could incur significant U. S. federal income tax liabilities. Even if the Spin- Off otherwise qualifies as a tax- free transaction, the distribution would be taxable to us (but not to our stockholders) in certain circumstances if future significant acquisitions of our stock or the stock of NCR Atleos are determined to be part of a plan or series of related transactions that included the Spin- Off. In this event, the resulting tax liability could be substantial. In connection with the Spin- Off, we the Company entered into a Tax Matters Agreement with NCR Atleos, pursuant to which NCR Atleos agreed to not enter into any transaction that could cause the Spin- Off or any related transactions to be taxable to us without our consent and to indemnify us for any tax liability resulting from any such transaction. In addition, these potential tax liabilities may discourage, delay or prevent a change of control of us. We The Company may be held liable to NCR Atleos if it we fails- fail to perform under its our agreements with NCR Atleos, and the performance of such services may negatively affect our the Company’s business and operations. In connection with the Spin- Off, we the Company and NCR Atleos entered into a separation and distribution agreement and various other agreements (including a transition services agreement, tax matters agreement, employee matters agreement, patent and technology cross- license agreement, trademark license and use agreement, master services agreement) that provide for the performance of certain services by each company for the benefit of the other for a period of time after the Spin- Off. If we do the Company does not satisfactorily perform its our obligations under these agreements, it we may be held liable for any resulting losses suffered by NCR Atleos, subject to certain limits. In addition,

during the transition services periods under these agreements, ~~our~~ the Company's management and employees may be required to divert their attention away from ~~its our~~ business in order to provide services to NCR Atleos, which could adversely affect ~~our~~ the Company's business. Potential indemnification obligations to NCR Atleos or a refusal of NCR Atleos to indemnify us pursuant to agreements executed in the Spin- Off could materially adversely affect us. Pursuant to the separation and distribution agreement and certain other agreements ~~we the Company~~ entered into with NCR Atleos in connection with the Spin- Off, the Company and NCR Atleos agree to indemnify the other for certain liabilities. The indemnities from NCR Atleos for our benefit may not be sufficient to protect us against the full amount of such liabilities, and NCR Atleos may not be able to fully satisfy its indemnification obligations. Moreover, even if we ultimately succeed in recovering from NCR Atleos any amounts for which we are held liable, we may be temporarily required to bear these losses ourselves. In addition, our indemnity obligations to NCR Atleos may be significant. Each of these risks could negatively affect our business, financial condition or results of operations. **BUSINESS OPERATIONS Data RISKS RELATED TO CYBERSECURITY, DATA PRIVACY AND INTELLECTUAL PROPERTY** Our inability to ~~protect~~ **protect**, our systems and data from cybersecurity and data privacy issues **threats or other technological risks** could negatively impact ~~adversely affect~~ our business. ~~Our products operations or stock price and damage our and brand services and reputation.~~ **In the course of our business, we obtain, process and store large amounts of sensitive business and personal information**, including **information related to** our cloud and hosted solutions as well as our payments and networking solutions, facilitate financial and other transactions for the customers in **the their** industries we serve. As a result, we collect, use, transmit and store certain of the transaction and personal data of our customers and end- users **and their transactions**. We also have access to **certain** transaction and personal data of our customers and their ~~customers~~ **consumers** through or in the course of servicing our products or third- party products. Additionally, we collect, use and store personal data of our employees and the personnel of our business partners ~~, such as resellers, suppliers and contractors,~~ in the ordinary course of business. **We face risks, including to our reputation as a trusted brand, in the handling, securing, and protection of this information, and these risks will increase as our business continues to expand to include new products and technologies.** While we have programs and measures in place designed to protect and safeguard ~~this our~~ **data and third party data we collect, store or process**, and while we have implemented access controls designed to limit the risk of unauthorized use or disclosure by employees and contractors, the techniques used to obtain unauthorized access to ~~this data~~ are complex and **evolving changing**, as **threat actors adopt new and emerging technologies (including artificial intelligence and machine learning)**. **Cybersecurity threat actors are increasingly** the underlying objectives of the attacker, like targeted business disruption, financial impact, intellectual property theft, political motives, or sophisticated ~~nation- state sponsored and~~ **are increasingly targeting employees** organized cyber- criminal activity. ~~contractors, service providers and may be difficult to detect~~ **third parties through evolving techniques, including through social engineering and / for- or long periods of time- misrepresentation (such as phishing attempts and similar techniques)**. An attack, disruption, intrusion, denial of service, theft or other breach, or an inadvertent act by an employee or contractor, could result in unauthorized access to, or disclosure of, ~~this our~~ **data or third- party data we collect, store or process**, resulting in claims, costs and reputational harm that could negatively affect our operating results. ~~We may also detect, or may receive notice from~~ **stock price. Like most companies, we are regularly subject to attempts by** third parties (**which may include include** governmental agencies ~~individuals or groups of hackers and sophisticated organizations, such as state- sponsored organizations, nation- states and individuals sponsored by them~~) ~~regarding to identify and exploit system vulnerabilities or to penetrate or bypass our security measures, in order to gain unauthorized access to our networks and systems.~~ **Successful attempts by one of these malicious actors could lead to the compromise of personal information or the confidential data of us or our customers. Attempts of this nature typically involve technology- related viruses, worms, and other malicious software programs that attack networks, systems, products and services, exploit potential security vulnerabilities, create system disruptions and cause shutdowns or denials of service. Our products and services may also be accessed or modified improperly as a result of customer, partner, employee, contractor or supplier error or malfeasance. We have administrative, technical, organizational, and physical security measures in place to defend against intrusion and attack and to protect** our information technology systems, our products, or third- party products used in conjunction with our products or our business. In the course of our business activities, the Company contracts with numerous suppliers, vendors and resellers who may experience a cybersecurity, data protection or privacy issue that could negatively affect our operating results. Even if these potential vulnerabilities do not result in a data breach, their existence can adversely affect marketplace confidence and reputation. To the extent such vulnerabilities require remediation, such remedial measures could require significant resources and may not be implemented before such vulnerabilities are exploited. As the landscape evolves, we may also find it necessary to make significant further investments to protect information and infrastructure. Like most companies, the Company is regularly the subject of cyberattacks, which may involve personal data. Most cyberattacks are detected, prevented or mitigated by ~~our~~ the Company's various information technology and data protections, including but not limited to firewalls, intrusion prevention systems, denial of service detection, anomaly ~~-~~ based detection, anti- virus / anti- malware, endpoint encryption and detection and response software, Security Information and Event Management ("SIEM") system, identity management technology, security analytics, encryption and multi- factor authentication. ~~There can be no assurance that our protections will be successful~~ **However, we have experienced security incidents in the past, and we may face additional security incidents in the future.** ~~On In~~ April 13, 2023, ~~we the Company~~ determined that a single data center outage impacting certain of ~~our~~ its ~~commerce~~ customers was caused by a cyber ransomware incident. Upon such determination, ~~we the Company~~ immediately started contacting customers, enacted ~~its our~~ cybersecurity protocol and engaged outside experts to contain the incident and begin the recovery process. Following an extensive investigation which included Company experts, external forensic cybersecurity experts and federal law enforcement, among others, ~~we the Company~~ concluded that ~~this the~~ incident impacted operations for some customers only with respect to specific Aloha cloud- based services and Counterpoint.

Functionality was has been fully restored to all impacted customers, and we built a new cloud environment to host the affected applications. We have incurred certain expenses related to the cyber ransomware incident and may incur additional costs relating to this incident in the future, including payment of damages or other costs to customers or others, any of which could materially and adversely impact our business, financial condition or results of operations. At We continue to assess the incident and cannot definitively determine, at this time we do not believe additional costs incurred as a, the full extent of the impact from such event on our business, results result of the incident operations or financial condition or whether such impact will ultimately have a material adverse effect. With regard on our business, results of operations or financial condition; however, we remain subject to this risks and uncertainties as a result of the incident, factors that could cause Because actual results to differ materially from those the techniques used to obtain unauthorized access to expressed or implied include (i) future claims from customers or other third parties, (ii) legal or sabotage technology systems, change frequently reputational and financial risks resulting from the incident, grow more complex over time (iii) the effectiveness of business continuity plans and cybersecurity risk management policies during the incident, and generally (iv) the possibility that we will identify materially adverse findings arising from this incident that are not recognized until launched against a target known to us on the date hereof. The Company has established relationships with cybersecurity firms and internal cybersecurity experts, which we may be unable to anticipate or implement adequate measures to prevent such techniques. In addition, it is engages in connection with certain suspected incidents. The costs arising from those engagements, which depending on the incident may include both investigatory and remedial efforts, have not uncommon for to date been material to the Company. The Company also regularly undergoes evaluation of its protections against incidents, including both self-assessments and expert third-party assessments, and it regularly enhances those protections, both in response to specific threats and as part of the Company's efforts to stay current with advances in cybersecurity security breaches to remain undetected for extended periods of time defense. When the Company experiences a confirmed cybersecurity incident it generally performs root cause analyses and in appropriate instances will implement additional controls based on those analyses. There can be no assurance that the Company we or our its cybersecurity consultants partners and advisors will be able to prevent or remediate all future incidents or that the cost associated with responding to any such incident will not be significant. The If any security breach or significant denial-of-service attack or other cyberattack involving our systems or the systems of third parties that store or process our data occurs or is believed to have occurred, our reputation and brand could be damaged and we could be required to expend significant capital and other resources to address problems caused by any such actual or perceived event and to remediate our systems. In addition, we could be exposed to business losses, litigation, regulatory action or other liabilities and our ability to operate our business may be impaired. While we maintain cybersecurity insurance, there can be no assurance that our insurance will cover losses we incur in connection with any cybersecurity incident. We are subject to evolving global laws and regulations relating to data privacy, data protection and information security, which may require us to incur substantial compliance costs or harm our business operations. In addition to the risks described above relating to cybersecurity threats or other technology risks, our data processing activities subject us to numerous data privacy and security laws and regulations of many jurisdictions. In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, consumer protection laws, and other similar laws. For example, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 (collectively, "CCPA") applies to personal information of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. The CCPA provides for administrative fines of up to \$ 7, 500 per violation and allows private litigants affected by certain data breaches to recover significant statutory damages. Numerous other data that we process states, such as Virginia and store Colorado, have also passed comprehensive privacy laws, and similar laws are subject to data security being considered in several other states, as well as at the federal and local levels. Outside the U. S., and an increasing number of laws, regulations and industry standards govern data privacy obligations and security laws of many jurisdictions, which are growing in complexity and sophistication as data becomes more enriched and technology and the global data protection landscape evolves. These laws may provide a private right of action for individuals alleging a breach of privacy rights, which may increase the likelihood of, and risks associated with, data breach litigation. These laws may also conflict with one another, and many of them are subject to frequent modification and differing interpretations. The laws impose a significant compliance burden and include, for example, the European Union's ("EU") General Data Protection Regulation, ("EU GDPR"), the California Consumer Privacy Act United Kingdom's GDPR, and the Brazilian General Data Protection Law impose strict requirements. Complying with these evolving and varying standards could require significant expense and effort, and could require us to change our business practices or for processing the functionality personal data of individuals our products and services in a manner adverse to our customers and our business. In addition, violations of these laws can result in significant fines, penalties, claims by regulators or other third-party lawsuits alleging significant damages, and damage to our brand and business. The For example, under EU GDPR, for example, includes the authorities may impose fines of up to the greater of € 20 million or up to 4 % of the annual an organization's global revenues revenue of the infringer for or impose limits on failure to comply, and an organization's grants corrective powers to supervisory authorities including the ability to impose a operate by limit limiting on the ability to processing process of personal data. The Additional jurisdictions continue to enact and modify their data privacy laws also cover the transfer of personal, which increases financial and business information, including transfers of employee information between us and our subsidiaries, across international borders. The regulatory framework governing the collection, processing, storage, use, and sharing of certain information, particularly financial and other the complexity of the data privacy landscape personal information, is rapidly evolving and is likely to continue to be subject to uncertainty and varying interpretations. It is possible that these laws may be interpreted and applied in

a manner that is inconsistent with our existing **data management** practices or the features of our **products or services and platform capabilities**. Complying with these requirements and changing our policies and practices may be onerous and costly, and we may not be able to respond quickly or effectively to regulatory, legislative, and other developments. These changes may in turn impair our ability to offer ~~our~~ existing or planned features, products, and services, and ~~or~~ **also may** increase our cost of doing business. In addition, any failure or perceived failure by us, or any third parties with which we do business, to comply with our posted privacy statements or notices, changing consumer expectations, evolving laws, rules and regulations, industry standards, or contractual obligations ~~to which we or such third parties are or may become subject~~, may result in actions or other claims against us by governmental entities or private actors, ~~the expenditure of substantial costs, time, and other resources~~ or the incurrence of significant fines, penalties, or other liabilities. Any such ~~action~~ **actions**, particularly to the extent we were found to have engaged in violations or otherwise liable for damages, ~~would~~ **could** damage our reputation **result in the expenditure of substantial resources** and **could also** adversely affect our business, financial condition, and results of operations. **The Our intellectual property is valuable, and our inability to protect it could reduce the value of our products, services and brand and harm our competitive position. Our copyrights, trade secrets, trademarks, patents, and other intellectual property are important assets for use** ~~us~~ of artificial intelligence and machine learning technologies **it is critical to our strategy that we protect and can leverage our intellectual property**, including generative artificial intelligence ~~our~~ intellectual property rights. We own approximately 875 patents in the United States and many other patents in foreign countries. We own the trademark for "NCR Voyix" and certain variants thereof, ~~has~~ **as** increased rapidly well as certain other trademarks relating to our products and services. We rely on, and expect to continue to rely on, copyright, trademark, patent and trade secret laws in the United States and internationally to protect our intellectual property and brand. We also rely on agreements with increasing complexity ~~our employees, contractors~~ and changes in the ~~other third parties who have access~~ nature of the technology. Our use of artificial intelligence and machine learning is subject to **our confidential** various risks including the use of personal information, flaws in our models or datasets that may result in biased or inaccurate results, ethical considerations regarding artificial intelligence, and our ability to safely deploy and implement governance and controls for artificial intelligence systems. Additionally, laws and regulations related to automated decision making, artificial intelligence (including the EU Artificial Intelligence Regulation **trade secrets and know-how**) and machine learning are still evolving and there is uncertainty as to new **protect that intellectual property. Such agreements and laws may** and regulations that will be **insufficient** adopted and the application of existing laws and regulations, which may restrict or impose burdensome and costly requirements on our ~~or~~ ability **otherwise fail to prevent unauthorized use or disclosure** artificial intelligence and machine learning. Adverse consequences of these risks related to artificial intelligence and machine learning could undermine the decisions, predictions or **our confidential information** analysis such technologies produce and subject us to competitive harm, **intellectual property** (legal liability, heightened regulatory scrutiny and brand or reputational harm. Our business may be negatively affected by domestic and global economic and credit conditions. Our business is sensitive to the strength of domestic and global economic and credit conditions, particularly as they affect, either directly or indirectly, the financial, retail and restaurant sectors of the economy. Economic and credit conditions are influenced by a number of factors, including political conditions **technology**), and may not provide consumer confidence, unemployment levels, interest rates, tax rates, commodity prices and ~~an~~ government actions to stimulate economic growth. The imposition **adequate remedy in the event of unauthorized use or disclosure of or our confidential information** threat of protectionist trade policies or import or export tariffs, **technology** global and regional market conditions and spending trends in the financial, retail and restaurant industries, new tax legislation across multiple jurisdictions, modified or new global or regional trade agreements, fluctuations in oil and commodity prices, among other **intellectual property** things, have created a challenging and..... which could negatively impact our operating results. In addition, international, regional or domestic political unrest and the related potential impact on global stability, terrorist attacks and the potential for other hostilities in various **factors outside our control pose** parts of the world, public health crises and natural disasters continue to contribute to a climate of economic and political uncertainty that **threat to** could adversely affect our **intellectual property** results of operations and financial condition, including **to our technology. For example, we may fail to obtain our** ~~or~~ **maintain effective intellectual property protection**, revenue growth and profitability. We derive a portion of our ~~or~~ revenues from customers in the financial services industry **efforts we have taken to protect our intellectual property may not be sufficient or effective**, and any ~~of~~ downturn, consolidation or ~~our~~ decrease **intellectual property rights may be challenged, which could result** in technology spend in the **them** financial services industry could harm our business. We derive a portion of our revenues from financial institutions, whose industry has experienced significant pressure in recent years due to economic and political uncertainty, liquidity concerns and increased regulation. In the recent past, financial institutions have experienced consolidation, distress and failure, and very few new financial institutions are being **narrowed in scope** created. It is possible these conditions may continue into the future, and even if conditions improve for ~~or~~ financial institutions **declared invalid or enforceable. Despite our efforts to protect our intellectual property**, there can be no **assurance that our intellectual property rights will be sufficient to protect against others offering** products or services **that are substantially similar to ours to compete with our business** or that unauthorized parties will not attempt to copy our innovations ~~aspects of or our technologies~~ **technology** or use, misappropriate or disclose information that we consider confidential or proprietary. ~~It~~ **For example, it is possible for that** third parties, including our competitors, ~~to~~ **may** obtain patents relating to innovations and technologies that overlap or compete with our **products** innovations or technologies and for ~~or~~ such services. ~~If~~ third parties **obtain patent protection with respect to such innovations or technologies, they may** assert, and third parties have in the past asserted, that our products ~~and or~~ services infringe their patents. Even though we may hold patents covering our innovations and technologies, it is possible for such third party patents to effectively block the use of our own innovations or technologies. In such cases, those third parties can seek to charge us a licensing fee or ~~otherwise~~ preclude the use of our innovations **products** or technologies and **services or** file suit

against us. Additionally, unauthorized third parties may try to copy or reverse engineer our products or otherwise obtain intellectual property or otherwise obtain and misappropriate or use our intellectual property and other information that we regard as confidential or proprietary to create products and services that compete with ours. Investment in protecting our intellectual property, especially through patents, or other intellectual property rights is expensive and time-consuming. We may not be able to obtain protection for at least some of our technology intellectual property, and where even if we are successful in obtaining effective protection, it is expensive to obtain and maintain these rights, both in terms of application and maintenance costs, and they can be more limited than desired. The time and cost required to defend our intellectual property rights can be substantial. Moreover, our failure to develop and properly manage and protect new intellectual property could hurt our market position and business opportunities. Possible future changes to U.S. or foreign intellectual property laws and regulations may jeopardize the enforceability, validity or scope of our intellectual property portfolio rights and harm our ability to obtain protection. We may be unable to obtain trademark protection for our products or services and associated brands, and our existing trademark registrations and applications, and any trademarks that may be used in the future, may not provide us with competitive advantages or distinguish our products or services from those of our competitors. In addition, our trademarks may be contested or found to be unenforceable, weak or invalid, and we may not be able to prevent third parties from infringing or otherwise violating them. Many of our offerings rely on innovations and technologies developed by others. We will not be able to protect our intellectual property if we are unable to enforce licenses and rights for such innovations and technologies or our substitutes rights for or if them, our business could be adversely impacted. We will not always be able to ensure we do not have sufficient protection for our intellectual property rights where, for example, we fail to detect or expect unauthorized use of our intellectual property rights. Additionally, effective intellectual property protection may not be available in every country in which we offer our products and services, and the laws of certain non-U.S. countries where we do business or may, and the laws in countries outside of the U.S. where we do business or may do business in the future may not recognize certain intellectual property rights or protect them to the same extent as would be done under the laws of the United States. In addition, any changes in, or unexpected interpretations of, intellectual property laws may compromise our ability to protect or enforce our intellectual property rights. Failure to obtain or maintain protection of our confidential information (including trade secrets) or other proprietary information, for example through public disclosure, could harm our competitive position and materially and adversely affect our business, financial condition and results of operations. The above, in addition to registered intellectual property rights, along with other reasons (we rely on non-registered intellectual property rights, such as copyrights and trade secrets, including the patent portfolio of a third party) could result in our inability to enforce or protect our confidential information, impact the enforcement of our intellectual property rights. Given our reliance on intellectual property beyond just patents, know-how and technical information. In order to protect our confidential and proprietary information and technology, we also rely in part on non-disclosure or confidentiality agreements with parties who have access to our know-how and confidential information (including trade secrets and know-how), including our employees, contractors and other third parties, which place restrictions on the use and disclosure of this intellectual property. We also enter into intellectual property assignment agreements with our employees, contractors and consultants. We cannot guarantee that we have entered into such agreements with each party that may have or have had access to our confidential or proprietary information or otherwise developed intellectual property for us, including our technology and processes. Individuals not subject to intellectual property assignment agreements may make adverse ownership claims to our current and future intellectual property. Additionally, these conditions agreements may be insufficient or breached, or this intellectual property, including trade secrets, may otherwise be disclosed or become known to our competitors, which could cause us to lose any competitive advantage resulting from this intellectual property. We may not be able to obtain adequate remedies for such breaches. Additionally, to the extent that our employees, contractors or other third parties with whom we do business use intellectual property owned by others in their work for us, disputes may arise as to the rights in such work. The loss of trade secret and other confidential information protection could make it easier for third parties to compete with our products and services by copying our technology, including features and functionality. To counter infringement or unauthorized use of our intellectual property, we may deem it necessary to file infringement claims, which can be expensive, time consuming and distracting to management. Our efforts to enforce our intellectual property rights in this manner may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised during this type of litigation. Claims by others that we infringe, misappropriate or otherwise violate their intellectual property rights, even those without merit, could result in significant costs and adversely affect our business and results of operations. A large number of patents and other intellectual property rights exist in our industry and technology companies frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. We are subject to, and may be subject in the future, to claims by third parties that we have infringed, misappropriated, or otherwise violated their intellectual property rights. As we face increasing competition, the possibility of intellectual property rights claims against us may increase. This risk has been amplified by the increase in patent holding companies that seek to monetize patents they have purchased or otherwise obtained and whose sole or primary business is to assert such claims. Any claim of infringement, misappropriation or other violation of intellectual property rights made by a third party, even those without merit and regardless of the outcome, could cause us to incur substantial costs defending against the claim and could distract our management from our business. The outcome of any allegation is often uncertain and there can be no assurance that we will successfully defend third-party intellectual property claims. An adverse outcome of an intellectual property dispute may require us to pay substantial monetary

damages or enter into royalty and licensing agreements that we would not receive. If any normally find acceptable, cause a delay to the development of our products and services, require us to stop selling all our or a portion of our products and services, and could require us to redesign certain components of our platform, products or services using alternative non-infringing technology or practices, which could require significant effort and expense. Any of the foregoing events could adversely affect our business and results of operations. Additionally, in certain of our agreements with customers fail or merge, we agree to indemnify them with respect to claims, or are acquired by third parties that our products or services infringe, misappropriates or violates the intellectual property of such third party. From time to time, customers have requested, and may in the future request, us to indemnify them for such infringement, misappropriation or violation. The obligations, liability and risks we could face depend on the scope and limitations of the indemnification we have provided. Any legal claims from our customers could result in substantial liabilities, reputational harm, or the delay or loss of market acceptance of our products, which could have adverse effects on our relationships with such customers.

RISKS ASSOCIATED WITH OUR BUSINESS AND OPERATIONS We face extensive competition in our markets and if we do not compete effectively, we may not be successful. We face intense competition in the retail and restaurant markets in which we offer our products. Our competitors and potential competitors range from large and established entities to emerging start-ups. Our competitors also include other entities large companies in the information technology industry, many of which have more financial and technical resources than we do. Our competitors may introduce superior products and services, successfully use and deploy new technologies such as financial institutions artificial intelligence that may reduce customer demand for our products or services, reduce prices, have internally developed banking technology solutions or that are not our greater technical, marketing and other resources, have greater name recognition, have larger installed bases of customers, have well-established relationships with or our use current and potential customers, advertise aggressively our or solutions less, our beat us to market with new products and services. Our business, financial condition and results of operations operating performance also could be impacted by changes to our materially and adversely affected. Financial institutions increasingly face competition competitive landscape from non-depository institutions or other innovative products or emerging technologies, such as industry cryptocurrencies, which may reduce the number of transactions using their more traditional financial services. It is also possible that consolidation among, and the entry of new competitors and technologies into our existing product and geographic markets. In addition, our customers sometimes finance our product sales through third-party financial financing institutions could decrease companies, and in the case of customer default, the these number of registered users by causing registered users to opt for fewer and deeper financial financing companies may be forced to resell this equipment at discounted institution relationships, and larger financial institutions that result from business combinations could have greater leverage in negotiating price prices, competing or other terms with us and impacting or our ability could decide to replace some sell incremental units. The impact of these product and pricing pressures could include lower customer satisfaction, decreased demand or for all of the elements of our solutions. Our business, loss financial condition and results of market share and reduction of operations operating profits could also be materially and adversely affected by weak economic conditions in the financial services industry. Any downturn in the financial services industry may cause potential new clients and existing clients to forego or delay purchasing our solutions or reduce the amount of spend with us, which could materially and adversely affect our business, financial condition and results of operations. Disruptions in our data center hosting and public cloud facilities could adversely affect our business. Our software products and services are increasingly being offered and provided on a cloud or other hosted basis through data centers operated by us the Company or third parties in the United States and other countries. In addition, certain applications and data that we use in our services offerings and our operations may be hosted or stored at such facilities. These facilities may be vulnerable to cybersecurity attacks or incidents (such as the ransomware incident we experienced in April 2023), logical security and physical security events, hardware or software failures, human error, natural disasters, including those exacerbated by the effects of climate change, telecommunications failures and similar events, or to armed hostilities or intentional acts of misconduct, such as security incidents (including the ransomware incident announced April 17, 2023) or interference (including by disgruntled employees, former employees or contractors). The occurrence of these events or acts, or any other unanticipated problems, at these facilities could result in damage to, lockout of, or the unavailability of these cloud hosting facilities. Such damage or unavailability could, despite existing disaster recovery and business continuity arrangements, interrupt the availability of our cloud offerings for our customers which could severely impact the operations of our customers. Our business operations and those of our customers rely heavily on the continuous availability and proper functioning of our platform and network. Any significant disruption, system downtime, or network lockout could have significant consequences, impacting important operations for our customers. We have experienced such interruptions and damage or unavailability which interrupt has affected the availability of our applications or and data necessary to provide services or conduct critical operations. Interruptions in the availability of our data center or cloud offerings o or our ability to service our customers could result in the failure cause us to fail to meet contracted up-time or service levels level thresholds, which could cause us to issue credits or pay damages or penalties to customer or cause customers to terminate or not renew subscriptions their contracts. Interruptions could also expose us to other liability claims from customers and others, payment of damages or other amounts, negative publicity and the need to engage in costly remediation efforts, any of which could impact our business and reduce our revenue. Although we have implemented disaster recovery plans and other measures to mitigate these risks, we can provide no assurance that these measures would be sufficient to prevent or mitigate the impact of a prolonged disruption or that we would not experience material losses if such an event was to occur. Defects, errors, installation difficulties or development delays could expose us to potential liability, harm our reputation and negatively impact our business. Many of our products are sophisticated and complex, and may incorporate or rely upon third-party hardware, and software and data. Despite testing and quality control, we cannot be certain that defects or errors will not be

found in our products. If our products contain undetected defects or errors, or otherwise fail to perform as intended or to meet our customers' expectations, we could face the loss of customers, and/or incur contractual liabilities liability exposure and additional development costs. If defects or errors delay or complicate product installations installation or make it more difficult, we could experience delays in customer acceptance, or an increase in our or if our products require significant amounts of customer support, it could result in incremental costs to us. In addition, our customers who license and deploy our software may do so in both standard and non-standard configurations in and across a variety of different environments, with different computer platforms, system management software, and equipment and networking configurations, any of which could may increase the likelihood of technical difficulties. Our products may be integrated with other components or software, and, in the event that there are defects or errors, it may be difficult to determine the origin of such defects or errors.

Additionally, damage to, or failure or unavailability of, any significant aspect of our cloud hosting facilities could interrupt the availability of our cloud offerings, which could cause disruption for our customers, and, in turn, their customers, and expose us to liability. If any of these risks materialize, they could result in additional costs and expenses, exposure to liability claims, diversion of technical and other resources to engage in remediation efforts, and loss of customers or negative publicity, each of which could negatively impact our business and operating results. Our use of artificial intelligence in. If we are unable to maintain and update our information technology systems to meet the needs of our business, our business could be adversely impacted. We rely on our information technology systems and certain third-party systems to effectively operate our business. We have continued to are currently in the process of reviewing review and modernizing modernize certain of our information technology systems and processes in order to simplify and improve our operations. There is a risk, however, that these efforts could materially and adversely disrupt our operations, could occur over a period longer than planned, or could require greater than expected investment investments and other or utilization of internal and external resources. It may take longer than expected to realize the intended favorable benefits from these efforts than we expected. Our failure to properly and efficiently maintain and update our information technology systems, or the failure of our information technology systems to perform as we anticipate, could hinder our ability to operate or to attract new and support customers, or could cause us to incur legal liability, contractual penalties or cause us to lose existing customers, each of which could have a material adverse effect on our business, results of operations and financial condition. If we do not retain key employees, or attract quality new if we are unable to recruit, develop and replacement retain qualified employees, we may not be able to meet our business objectives. Our ability employees are vital to our success, including the successful successfully execution execute of on our transformative growth strategy and achieve our business strategy. Therefore, objectives is dependent on our ability to retain our key business leaders and our highly skilled software development, technical, sales, consulting and other key personnel; including key personnel of acquired businesses, is critical. Maintaining an inclusive culture and work environment is an important factor in attracting employees and retention. The market for highly skilled workers and leaders in our industry is extremely competitive, and we may need to invest significant amounts of cash and equity to attract and retain new these employees. We may never realize returns on these investments. Key employees may decide to leave the Company for other opportunities or may be unavailable for health or other reasons. Changes of key business leaders could be disruptive to our business or delay the execution of our strategy, and as a result could cause fluctuation in our stock price. In addition, as our business model evolves, we may need to attract employees with different skill sets, experience and attributes to support that evolution. If we are unable to retain our key personnel, or we are unable to attract highly qualified new and replacement employees by offering competitive compensation, secure attractive work environments, and leadership opportunities now and in the future, our business and operating results could be negatively impacted. Defects, errors, installation difficulties,..... negatively impact our business and operating results. If third party suppliers upon which we rely to manufacture our products, supply key components, and provide other technologies and services necessary for our offerings are not able to fulfill our needs, our ability to timely bring our products to market could be affected. There are a number of vendors providing the services and producing the parts and components that we utilize in or in connection with our products. However, there are some services and components that are licensed or purchased from single sources due to price, quality, technology, functionality or other reasons. For example, we depend on transaction processing services from Accenture, computer chips and microprocessors from Intel and operating systems from Microsoft. We Certain parts and components used in the delivery of many of our retail solutions are also rely on supplied by single sources. In addition, there are a number of key technology suppliers for our businesses that provide providers us with respect to critical products for our solutions payments offerings. If we were unable to secure the necessary services or maintain current demand, including contract manufacturing, parts, software, components or products from a particular vendor, and we had to find an alternative supplier, our new and existing product shipments and solution deliveries, or the provision of contracted services, could be delayed or our customers' operations could be affected, impacting our business and operating results. In 2024, we announced our entry into a commercial agreement with Ennoconn to transition our point-of-sale and self-checkout hardware businesses to an outsourced design and manufacturing model (the "Hardware Business Transition"). As a result of the Hardware Business Transition, we will utilize Ennoconn as our single-source partner to supply and manufacture substantially all of our hardware products. Once implemented, this arrangement involves a number of risks, including decreased control over the production process, which could lead to production delays or interruptions and inferior product quality control. If Ennoconn experiences any significant difficulties in its manufacturing processes, or becomes insolvent or unwilling to continue to manufacture products of acceptable quality and in a timely manner or otherwise does not comply with their agreement with us, we could experience significant interruptions in the supply of our products. We face uncertainties have, from time to time, formed alliances with third parties regard to regulations, lawsuits and other related matters. In the normal course of business, we are subject to proceedings, lawsuits, claims and other matters, including, for example, those that have complementary products relate to the environment, software health and safety, labor and employment,

employee benefits, import / export compliance, intellectual property, data privacy and security, payments services (and skills. These alliances represent many different types of relationships, such as payment processing outsourcing arrangements to manufacture hardware and subcontract agreements (settlement services), product liability, commercial disputes and regulatory compliance, among others. Because such matters are subject to many uncertainties, their outcomes are not predictable and we must make certain estimates and assumptions in our financial statements. While we believe that amounts reflected in our Consolidated Financial Statements with respect to third parties to perform services and provide products and software to such matters are currently adequate, there can be no assurances that our customers in connection estimates will align with the actual amount of any losses or solutions liabilities relating to these these matters or alliances introduce risks that the funding required to ultimately satisfy the liabilities from such matters will not impact future operating results. Many of the diverse and complex regulations we cannot control are subject to, including those relating to corporate governance, public disclosure and reporting, securities laws, taxes, accounting, environmental safety and the discharge of materials into the environment, product safety, import and export compliance, data privacy and security, antitrust and competition, anti-corruption, and labor and human resources, can be which are rapidly changing and subject to rapid and substantial change and many may possible continue to be subject to material changes in the future. Compliance with these laws and regulations, could including changes in accounting standards, taxation requirements, and federal securities laws among others, may create a substantial burden on us, and substantially materially increase our costs to our organization or could otherwise have an impact on our future operating results. Additionally, our global footprint doing business on a worldwide basis requires us and our subsidiaries to comply with the laws and regulations of the U.S. government and various international jurisdictions. For example, our international operations are subject to United States and foreign anti-corruption laws and regulations, such as nonperformance the Foreign Corrupt Practices Act ("FCPA") and the U. K. Bribery Act. Our international operations are also subject to economic sanction programs administered by third parties and difficulties with or delays in integrating elements provided by third parties into our solutions. Lack of information technology infrastructure, shortages in business capitalization, and manual processes and data integrity issues, particularly with smaller suppliers can also create product time delays, inventory and invoicing problems, and staging delays, as well as other the U operating issues. The failure S. Treasury Department's Office of Foreign Assets Control ("OFAC"). If we are not in third parties to provide high-quality products or services that conform to required specifications or contractual arrangements could impair the delivery of our solutions on a timely basis, create exposure for non-compliance with our contractual commitments such laws and regulations, we may be subject to criminal and civil penalties, which may cause harm to our customers reputation and to our brand and could have and an impact adverse effect on our business, financial condition and operating results. Also, some of operations these third parties have access to confidential Company and customer data, personal data, and sensitive data, the integrity and security of which are of significant importance to the Company. Our payments-related business subjects us to additional regulatory requirements and other risks and uncertainties that could be costly and difficult to comply with or that could harm our business. The majority of the payment electronic debit networks over which transactions are conducted require sponsorship by a bank, and the financial condition and results of operations of any sponsors sponsor bank and / or the inability to find a replacement sponsor bank may cause disruptions to our operations. In addition, bank sponsorship is required in order to process transactions over certain payment networks and our payments solutions depend on our ability to secure these "sponsor" arrangements with financial institutions. Our ability to process certain card Interchange fees may be lowered in some cases at the discretion of the various EFT networks through which transactions are routed, is contingent upon or our continued registration with the applicable card brands through potential regulatory changes, thus reducing future revenues and operating profits. Future changes in interchange rates, some of which we have minimal or no control over, could have an adverse impact on our operations and cash flows. Non-compliance with established EFT network rules and regulations of the card brands with which we are registered could expose us to fines, penalties or other liabilities and could result in the revocation of our registration, all of which could negatively impact results of our operations and. In addition, card brands could enact new EFT rules and regulations that could require a significant investment of resources to maintain our compliance. Increases in interchange rates or other payment network rules fees, over which we have minimal or no control, could cause a decline in merchant acceptance of card and digital payments and / or in consumers' use of card and digital payments, causing and an adverse impact on our operations regulations could require significant amounts of capital to remain in compliance with such rules and regulations cash flows. Merchant attrition due to these or other factors could adversely impact our financial results. Further, Errors errors or, omissions or disputes in the settlement of merchant funds could damage relationships with customers and expose us to liability. We In addition, we are responsible for maintaining accurate bank account information for certain merchant customers and accurate settlements of funds into these accounts based on the underlying transaction activity. We In addition, we may incur losses when our merchants fail to reimburse us for chargebacks resolved in favor of their customers. Fraud by our merchants or others could also have an adverse effect on our operations and cash flows. Changes to laws, regulations, the Payment Card Industry Data Security Standard or other industry standards affecting our business may require significant development and compliance investments or have an unfavorable effect on our ability to offer certain services or on our financial performance. Further, we are subject to certain consumer protection requirements such as oversight by the Consumer Financial Protection Bureau (CFPB) and Federal Trade Commission (FTC) and the customer-facing nature of our payments-related business subjects us to increased risks of disputes with consumers, including litigation and class action litigation, and significant costs to address such matters. Changes to our tax rates and additional income tax liabilities could impact profitability. We are a United States based multinational company subject to income taxes in the United States and a number of foreign jurisdictions. Our domestic and international tax liabilities are dependent on the distribution of our earnings across different jurisdictions, and our provision for income taxes and cash tax liability could be adversely affected if the distribution of earnings is higher than expected in

jurisdictions with higher statutory tax rates. In addition, changes in United States or foreign tax laws and regulations or tax rulings could affect our financial position and results of operations. For example, in light of continuing global fiscal challenges, various levels of government and international organizations such as the Organization for Economic Co-operation and Development (“ OECD ”) and EU are increasingly focused on tax reform and other legislative or regulatory action to increase tax revenue and establish minimum levels of corporate income tax. These tax reform efforts, such as the OECD- led Base Erosion and Profit Shifting project (“ BEPS ”), are designed to ensure that corporate entities are taxed on a larger percentage of their earnings. Although some countries have passed tax laws based on findings from the BEPS project, the final nature, timing and extent of any such tax reforms or other legislative or regulatory actions is unpredictable, and it is difficult to assess their overall effect. Additionally, tax law changes that could significantly reduce or limit our ability to utilize our deferred tax assets could have a material impact on our tax rate and cash tax payments. Any of these potential changes could increase our effective tax rate, increase cash tax payments and adversely impact our financial results. We are also subject to ongoing audits of our income tax returns in various jurisdictions both in the United States and internationally and could be subject to additional audits focusing on transfer pricing. While we believe that our tax positions are will be sustained- sustainable, the outcomes of such audits could result in the assessment of additional taxes, which could adversely impact our cash flows and financial results. Our international operations subject us to additional risks that can adversely affect our business, financial condition and results of operations. For the years ended December 31, 2024 and 2023 and 2022, the percentage of our revenue from outside of the United States was 33-40 % and 35 %, respectively. Our international operations subject us to a variety of risks and challenges, including: • the impact of ongoing and future economic and credit conditions on the stability of national and regional economies and industries within those economies; • political conditions and local regulations that could adversely affect demand for our solutions, our ability to access funds and resources, or our ability to sell products in these markets; • the impact of a downturn in the global economy, or in regional economies, on demand for our products; • competitive labor markets and increasing wages in markets that we operate in; • varied employee / employer relationships, existence of works councils and differing labor practices, and other challenges caused by distance, language, local expertise, and cultural differences, increasing the complexity of doing business in multiple jurisdictions; • currency exchange rate fluctuations that could result in lower demand for our products as well as generate currency translation losses; • limited availability of local currencies to pay vendors, employees and third parties and to distribute funds outside of the country; • changes to global or regional trade agreements that could limit our ability to sell products in these markets; • the imposition of import or export tariffs, taxes, trade policies or import and export controls that could increase the expense of, or limit demand for our products; • changes to and compliance with a variety of laws and regulations that may increase our cost of doing business or otherwise prevent us from effectively competing internationally or that may impose burdensome reporting requirements on us or impose restrictions on our operations or offerings; • government uncertainty or limitations on the ability to enforce legal rights and remedies, including as a result of new, or changes to, laws and regulations; • reduced protection for intellectual property rights in certain countries; • implementing and managing systems, procedures and controls to monitor our operations in foreign markets; • changing competitive requirements and deliverables in developing and emerging markets; • longer collection cycles and the financial viability and reliability of contracting partners and customers; • managing a geographically dispersed workforce, work stoppages and other labor conditions or issues; • disruptions in transportation and shipping infrastructure; and • the impact of natural disasters, catastrophic events, civil unrest, war and terrorist activity on supply chains, the economy or markets in general, or on our ability, or that of our suppliers, to meet commitments. These risks and challenges could result in an increase in our cost of doing business internationally, including shortages and increased costs of products and components, shipping delays, longer payment cycles, increased taxes, and restrictions on the repatriation of funds to the United States. In addition, our business is exposed to health epidemics and pandemics (such as the COVID- 19 pandemic), war, terrorism, civil insurrection or social unrest, and other significant business interruptions that could lead to disruption, instability and volatility in the global economy and negatively impact us, and our suppliers, partners, and customers. We have employees and third- party consultants outside of the U. S. that provide software development and support services. A sustained loss of the software development services provided by international employees and third- party consultants could negatively impact our software development efforts, adversely affect our competitive position, harm our reputation, impede our ability to achieve and maintain profitability, and negatively impact our business, financial condition, and results of operations. Our risk management efforts may not be fully effective in mitigating our risk exposure, which could expose us to losses and liability and otherwise harm our business. We have transformed our business to become a leading global provider of digital commerce solutions with the latest innovations - a focus on retail and restaurants technologies required to compete successfully and grow their businesses. Accordingly, As a result of our strategic transformation, our risk management policies, procedures, techniques, and processes may not be sufficient to identify all of the risks to which we are exposed, to enable us to mitigate the risks we have identified, or to identify additional risks to which we may become subject in the future as we expand our product and services offerings. If any of our risk management policies and processes are ineffective, or if we are not successful in identifying and mitigating all risks to which we are or may be exposed, we may suffer losses uninsured liability- or harm to our reputation, or be subject to litigation or regulatory actions, any of which could adversely affect our business, financial condition, and results of operations. A major natural disaster or catastrophic event could have a materially adverse effect on our business, financial condition and results of operations, or have other adverse consequences. Our business, financial condition, results of operations, access to capital markets and borrowing costs may be adversely affected by a major natural disaster or catastrophic event, including civil unrest, geopolitical instability, war, terrorist attack, pandemics or other (actual or threatened) public health emergencies such as the COVID- 19 outbreak, or other events beyond our control, and measures taken in response thereto. A significant natural disaster, such as an earthquake, fire, flood or hurricane could have a material and adverse effect on our business and our insurance coverage may be insufficient to compensate us for losses that may occur. Global climate change is

resulting in certain types of natural disasters occurring more frequently or with more intense effects. We have operations all over the world and our sites in California, Texas, Florida, and India are particularly vulnerable to climate change effects. Acts of terrorism could also cause disruptions in our businesses or those of our customers, **and could negatively impact** consumer demand or the economy as a whole. We may not have sufficient **protection continuity** or recovery plans **in some circumstances to mitigate the impact of any such event**. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated **problems catastrophic event** at our headquarters or **other key** facilities could result in lengthy interruptions in access to, or functionality of, our platform **and other offerings** or could **result in related expose us to other** liabilities, and our business, financial condition or results of operations could be adversely affected. Our historical manufacturing activities subject us to environmental exposures. **Our Certain of our** facilities, **properties** and operations are subject to a wide range of environmental protection laws, and we have investigatory and remedial activities underway at a number of facilities that we currently own **or operate**, or formerly owned or operated, to comply **or to determine compliance**, with such laws. In addition, our products are subject to environmental laws in a number of jurisdictions. **Given the uncertainties inherent in such activities, there** **There** can be no **assurances assurance** that the costs required to comply with applicable environmental laws will not **negatively** impact **our financial condition or** future operating results. We have also been identified as a potentially responsible party in connection with certain environmental matters, including the Kalamazoo River matter, as further described in Note 11, “Commitments and Contingencies”, of the Notes to Consolidated Financial Statements included in Item 8 of Part II of this Report; in “Government Regulations” within Item 1 of Part I of this Report; and in “Environmental and Legal Contingencies” within the “Critical Accounting Estimates” section of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Item 7 of Part II of this Report, and we incorporate such disclosures by reference and make them a part of this discussion of risk factors. **RISKS ASSOCIATED WITH OUR** FINANCE & ACCOUNTING Our level of indebtedness could limit our financial and operating activities and adversely affect our ability to incur additional debt to fund future needs. At December 31, ~~2023~~ **2024**, we had approximately \$ ~~2.1~~ **6.1** billion of total indebtedness outstanding **with an additional**. ~~At December 31, 2023, we had approximately \$ 351.480 million of~~ **borrowings secured revolving credit commitments undrawn and available for borrowing** under our senior secured revolving credit facility. Our current level of indebtedness could: • require us to dedicate a substantial portion of our cash flow to the payment of principal and interest, thereby reducing the funds available for operations and future business opportunities; • make it more difficult for us to satisfy our obligations with respect to our outstanding debt, including obligations to repurchase our senior unsecured notes under our indentures following the occurrence of certain changes in control; • limit our ability to borrow money or otherwise enter into financing arrangements that would provide us with additional capital if needed for other purposes, including working capital, capital expenditures, debt service requirements, acquisitions and general corporate purposes, on satisfactory terms or at all; • limit our ability to adjust to changing economic, business and competitive conditions; • place us at a competitive disadvantage with competitors who may have less indebtedness or greater access to financing or access to financing on preferential terms; • make us more vulnerable to an increase in interest rates, a downturn in our operating performance or a decline in general economic, business and other conditions; and • make us more susceptible to adverse changes in our credit ratings and those of our debt securities, which could impact our ability to obtain financing in the future and increase the cost of such financing. If compliance with our obligations under our debt and other financing agreements materially limits our financial or operating activities, or hinders our ability to adapt to changing industry conditions, we may lose market share, our revenue may decline and our operating results may be negatively affected. **otherwise** replace any of our debt, obtain additional debt financing or enter into other financing arrangements, reduce or extend our debt, lower our interest payments or the cost of capital available to us under certain types of financing arrangements, or otherwise seek to improve our financial position or the terms of our debt or other financing agreements. These actions may include open market debt repurchases, negotiated repurchases, or other repayments, redemptions or retirements of our debt or other financing arrangements. The amount of debt that may be borrowed or issued, refinanced, and / or repurchased, repaid, redeemed or otherwise retired, if any, ~~will~~. The terms of the documents governing our indebtedness include financial and other covenants that could restrict or limit our financial and business operations. Our credit agreement governing the senior secured **credit** facilities and the indentures for our senior unsecured notes include restrictive covenants that, subject to certain exceptions and qualifications, restrict or otherwise limit our ability and the ability of our subsidiaries to, among other things: • incur additional indebtedness; • create liens on, sell or otherwise dispose of, our assets; • engage in certain fundamental corporate changes or changes to our business activities; • make certain investments (including acquisitions); • engage in sale-leaseback or hedging transactions; • repurchase our common stock, pay dividends or make similar distributions on our capital stock; • repay certain indebtedness; • engage in certain affiliate transactions; and • enter into agreements that restrict our ability to create liens, pay dividends or make loan repayments. The senior secured credit agreement and the indentures governing our senior unsecured notes also contain certain affirmative covenants, and the senior secured credit agreement requires us to comply with a leverage ratio that measures our debt relative to our Consolidated EBITDA (as defined in the senior secured credit agreement). These covenants and restrictions could affect our ability to operate our business and may limit our ability to react to market conditions or take advantage of potential business opportunities as they arise. Additionally, our ability to comply with these covenants may be affected by events beyond our control, including general economic and credit conditions and industry downturns. If we fail to comply with these covenants and are unable to obtain a waiver or amendment from the applicable debtholders, an event of default would result under the applicable agreements and under other agreements containing related cross-default provisions. ~~•~~ Upon an event of default under the senior secured credit agreement, the administrative agent or the required lenders could, among other things, declare outstanding amounts due and payable, terminate the commitments under the senior secured credit agreement, or require us to deposit cash collateral in respect of outstanding letters of credit. Upon a bankruptcy or insolvency event of default under the senior secured credit agreement, all outstanding amounts thereunder become due and payable and all commitments thereunder automatically terminate. If we were unable to

repay or pay the amounts due, the administrative agent or the lenders could, among other things, proceed against the collateral granted to them to secure such indebtedness, which includes certain of our domestic assets and the equity interests of certain of our domestic and foreign subsidiaries. Upon an event of default under the indentures governing our senior unsecured notes, the related trustee or the holders of our senior unsecured notes could declare all outstanding amounts immediately due and payable.

Our cash flows Despite our current levels of debt, we may **not be sufficient** still incur substantially more debt, including secured debt, and similar liabilities, which would increase the risks described in these risk factors relating to **service our indebtedness**. Although the agreements governing our senior secured credit facilities and our senior unsecured notes include restrictions on our ability to incur additional debt, **and if we are unable to satisfy** those agreements do not prohibit us from incurring additional debt or **our pursuing obligations under our indebtedness, we may be required to seek** other financing **alternatives** arrangements. As a result, **which may not be successful. Our ability to make timely payments of principal and interest on our debt obligations depends on our ability to generate positive cash flows from operations, which is subject to general economic conditions, competitive pressures and certain financial, business and the other amount of factors, which may include factors beyond our control. If our cash flows and capital resources are insufficient to make these payments, we may be required to seek additional debt financing sources, reduce or delay capital expenditures, sell assets or operations or refinance our indebtedness. These actions could have and an other obligations that we could incur could be substantial adverse effect on our business, financial condition and results of operations**. In addition, **we may** certain types of liabilities are not **be able to take any of** considered "Indebtedness" under our senior secured credit agreement or the **these actions** indentures governing our senior unsecured notes, and our senior secured credit agreement and indentures do, **even if successful, these actions may** not impose any limitation on the amount of liabilities incurred by our subsidiaries, if any, that are designated as "unrestricted subsidiaries" under our senior secured credit agreement or indentures, as applicable. Accordingly, to the extent permitted, **permit us to meet** under our senior secured credit agreement or **our scheduled**

Our ability to restructure indentures governing our unsecured notes, we could incur significant additional debt **service**, liabilities or similar obligations. **Our ability to restructure** in the future, some of which could constitute secured debt (such as additional debt under our **or** senior secured credit agreement). In addition, if we form or acquire any subsidiaries in the future, those subsidiaries also could incur debt or similar liabilities. If new debt or similar liabilities are added to our current debt levels, the related risks that we now face could increase. We may, from time to time, seek to opportunistically refinance, amend, reprice and / or **our outstanding indebtedness** otherwise replace any of our debt,..... or otherwise retired, if any, will depend on market conditions, **among** trading levels of our debt, our cash position, compliance with our debt covenants and other considerations. Any such actions could impact **things, the condition of the capital markets and** our financial condition **at such time** or results of operations. If we are unable to continue to access or renew financing sources and obtain capital, our ability to maintain and grow our business may be impaired. We use debt and other sources of financing to maintain and grow our business. There can be no assurance that we will be able to renew our senior secured credit facilities after their current maturity dates on acceptable terms, or at all, or that we will be able to obtain additional or replacement financing on acceptable terms or at all. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, our financial position, our results of operations, and the capacity for additional borrowing or other forms of financing under our existing financing arrangements. If our various financing alternatives were to become limited or unavailable, we may be unable to maintain or grow our business and our operations could be materially adversely affected. Our cash flows may not be sufficient to service our indebtedness, and if we are unable to satisfy our obligations under our indebtedness, we may be required to seek other financing alternatives, which may not be successful. Our ability to make timely payments of principal and interest on our debt obligations depends on our ability to generate positive cash flows from operations, which is subject to general economic conditions, competitive pressures and certain financial, business and other factors, which may include factors beyond our control. If our cash flows and capital resources are insufficient to make these payments, we may be required to seek additional financing sources, reduce or delay capital expenditures, sell assets or operations or refinance our indebtedness. These actions could have an adverse effect on our business, financial condition and results of operations. In addition, we may not be able to take any of these actions, and, even if successful, these actions may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our outstanding indebtedness will depend on, among other things, the condition of the capital markets and our financial condition at such time. There can be no assurance that we will be able to restructure or refinance any of our indebtedness on commercially reasonable terms or at all. If we cannot make scheduled payments on our debt, we will be in default and the outstanding principal and interest on our debt could be declared to be due and payable, in which case we could be forced into bankruptcy or liquidation or required to substantially restructure or alter our business operations or debt obligations. Borrowings under our senior secured credit facilities bear interest at a variable rate which subjects us to interest rate risk, which could cause our debt service obligations or other costs of capital under our senior secured credit facilities to increase significantly. All of our borrowings under our senior secured credit facilities are priced using variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on this variable rate indebtedness would increase even if the amount borrowed were to remain the same. Although we may enter into interest rate swaps or similar instruments to reduce interest rate volatility in connection with our variable rate financing arrangements, we cannot provide assurances that we will be able to do so or that such swaps or instruments will be effective. The terms governing our trade receivables facility, including the length of term, financial and other covenants, and obligations to remit collections on the sold receivables could restrict or otherwise limit our financial and business operations. During 2021, we amended our trade receivables facility to allow, among other things, one of our wholly owned, bankruptcy remote special purposes entities (an "SPE") to sell to PNC and other participating financial institutions an undivided ownership interest in a portion of the trade receivables owned by such SPE, in an amount not to exceed \$ 288 million at any point in time. Our trade receivables facility has a term of two years and contains customary termination events, including termination events that are based on the performance

of the pool of receivables, including the pool's satisfaction of certain financial tests relating to the three-month rolling average ratios of defaults, delinquencies, dilution and days' sales outstanding. If we fail to renew our trade receivable facility or a termination event occurs and we are unable to obtain a waiver or amendment from the applicable purchasers, we would be required to continue remitting collections to the purchasers until the facility was terminated, and we would no longer benefit from the liquidity provided to us by the ability to sell our receivables. Such a result could negatively impact the cash that we have available to use in our financial and business operations. A termination event under the trade receivables facility would also result in an event of default or a termination event under other agreements containing related cross-default provisions. Certain changes—**change** in control **transactions** may result in an acceleration of our indebtedness or our obligations under other financing arrangements, or may require us to repurchase our senior unsecured notes or our Series A Convertible Preferred Stock. Upon the occurrence of a change in control under the applicable indenture governing ~~our the applicable~~ senior unsecured notes, holders of those notes may require us to repurchase their notes ~~. On any date during the three months commencing on and immediately following March 16, 2024 and the three months commencing on and immediately following every third anniversary of such date, holders of our Series A Convertible Preferred Stock will have the right to require us to repurchase any or all of our outstanding Series A Convertible Preferred Stock.~~ In addition, upon certain change of control events involving the Company, holders of Series A Convertible Preferred Stock can require us, subject to certain exceptions, to repurchase any or all of their Series A Convertible Preferred Stock. ~~It is possible that we would~~ **On any date during the three months commencing on and immediately following March 16, 2027, March 16, 2030 and March 16, 2033, holders of our Series A Convertible Preferred Stock will have the right to require us to repurchase any or all of our outstanding Series A Convertible Preferred Stock. We may** not have sufficient funds ~~at in the time event~~ that we are required to ~~make repurchase~~ any such purchase of ~~our senior unsecured~~ notes or Series A Convertible Preferred Stock (or both). ~~We cannot~~ **There can be no** assure ~~assurance that we will have sufficient financial resources, or will be able to arrange financing, to pay~~ the holders of the ~~repurchase price in cash with respect to any our~~ senior unsecured notes ~~and or~~ Series A Convertible Preferred Stock ~~upon a change in control that we will have sufficient financial resources, or will be able~~ **scheduled redemption. Our failure** to ~~arrange financing, to pay the repurchase price a series of senior unsecured notes when required would result in cash an event of default~~ with respect to ~~any such notes~~ **which could, in turn, constitute a default under the terms of or our other** ~~indebtedness. If we are unable to repurchase all shares of~~ Series A Convertible Preferred Stock that holders have requested to be ~~repurchased upon a change in control or scheduled redemption. Our failure to repurchase the senior unsecured notes of a series when required would result in an event of default with respect to such notes which could, in turn, constitute a default under the terms of our other indebtedness, if any. If we are unable to repurchase all shares of Series A Convertible Preferred Stock that holders have requested to be~~ purchased, then we are required to pay dividends on the shares not repurchased at a rate equal to 8.0% per annum, accruing daily from such date until the full purchase price, plus all accrued dividends, are paid in full in respect of such shares of Series A Convertible Preferred Stock. In addition, a change in control (i) may constitute an event of default under our senior secured credit agreement that would permit the lenders to accelerate the maturity of the borrowings thereunder and / or terminate the commitments under the senior secured revolving credit facility ~~, and (ii) may constitute a termination event under our trade receivables facility that would permit the purchasers to declare the capital they have invested in our receivables to be due and owing and (iii) may require us to make a similar change in control offer to holders of our existing senior unsecured notes. Certain important corporate events, such as leveraged recapitalization that would increase the level of our indebtedness, may not constitute a change in control under the indentures governing our unsecured notes or the terms of our Series A Convertible Preferred Stock. A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future capital costs and reduce our access to capital. Any rating assigned to our debt could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances~~ **justify any** relating ~~to the basis of the rating, such as adverse changes—~~ **change**, ~~so warrant~~. Any future lowering of our ratings ~~likely would make it more difficult or more expensive for us to obtain additional debt financing or capital from other financing arrangements. We may be required to write down the value of certain significant assets, which would adversely affect our operating results. We have a number of significant assets on our balance sheet as of December 31, 2023~~ **2024** and the value of these assets can be adversely impacted by factors related to our business and operating performance, as well as factors outside of our control. We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. Our deferred tax assets, net of valuation allowances, totaled approximately \$ **321 million and \$ 406 million and \$ 461 million** at December 31, **2024 and 2023 and 2022**, respectively. We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. If we are unable to generate sufficient future taxable income, if there is a material change in the actual effective tax rates or if there is a change to the time period within which the underlying temporary differences become taxable or deductible, then we could be required to increase our valuation allowance against our deferred tax assets, which could result in a material increase in our effective tax rate. ~~We have~~ **The Company has** previously recorded valuation allowances related to certain deferred tax assets due to the uncertainty of the ultimate realization of the future benefits from those assets. The recorded valuation allowances cover deferred tax assets, including tax loss carryforwards, interest expense carryforwards and foreign tax credits, in tax jurisdictions where there is uncertainty as to the ultimate realization of those tax assets. If we are unable to generate sufficient future taxable income of the proper source in the time period within which the temporary differences underlying our deferred tax assets become deductible, or before the expiration of our loss and credit carryforwards, additional valuation allowances could be required in the future. Failure to maintain an effective system of disclosure controls and procedures and internal control over financial reporting ~~, or our failure to remediate our existing material weaknesses in our internal control over financial reporting,~~ could have a material adverse effect on our results of operations, financial condition and cash flows. As a public reporting company, we are required to establish and periodically evaluate our disclosure controls

and procedures with respect to information we file with or submit to the SEC and our internal control over financial reporting with respect to our financial statements and related disclosures. In particular, we are required to assess the effectiveness of our internal control over financial reporting at the end of each fiscal year pursuant to Section 404 of the Sarbanes-Oxley Act. If we identify deficiencies in our internal control over financial reporting, we may be unable to accurately report our financial results or to report to them within the timeframes required by the SEC. ~~If this occurs, we could become subject to sanctions or investigations by the SEC or other regulatory authorities, or investors and other users of our financial statement may lose confidence in the accuracy and completeness of our financial reports. This may in turn impair our business, restrict our access to the capital markets, and adversely impact our stock price.~~ In February 2024, we identified fraudulent ACH disbursements from a company bank account. The **presence** cumulative amount of **deficiencies** these disbursements through December 31, 2023 totaled approximately \$ 23 million, of which approximately \$ 11 million were not correctly recorded in certain of our historical financial statements through September 30, 2023. In connection with our review and assessment of our disclosure controls and procedures and our ~~or~~ evaluation of our internal control over financial reporting **and the remediation of material weaknesses or any regulatory actions resulting from such material weaknesses could impair our business**, management restrict our access to capital markets, and adversely impact our stock price. In addition the occurrence of any of the foregoing could cause investors and others that rely on our financial statements to lose confidence in the accuracy and completeness of our financial reports. We have identified material weaknesses in the design and operation of our internal control over financial reporting **in**. Although not materially impacting any previously reported periods, these ~~the past and may identify other~~ material weaknesses resulted in immaterial errors in our historical 2022 and 2021 financial statements and the **future** revision of interim periods in 2023. 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 our financial statements will not be prevented or detected on a timely basis. We are currently **As described more fully** in the process of implementing **Item 9A, "Controls and Procedures,"** we executed a remediation plan **with respect to** address these ~~the previously identified~~ material weaknesses **and, as a result determined that, as of December 31, 2024, such material weaknesses have been remediated**. **If our Completion of** remediation **does** efforts are insufficient or not **provide assurance that completed in a timely manner, or our remediation or other controls will continue to operate properly or remain adequate and** if additional material weaknesses in our internal control over financial reporting are identified or occur in the future, our financial statements may contain material misstatements and we could be required to restate our financial results, which could materially and adversely affect our business, results of operations and financial condition, restrict our ability to access the capital markets, require us to expend significant resources to correct the material weaknesses, subject us to fines, penalties or judgments, harm our reputation or otherwise cause a decline in investor confidence. See Item 9A of this Report for more information, which is incorporated herein by reference. **RISKS ASSOCIATED WITH OUR LAW & COMPLIANCE** Our inability to protect..... financial condition and results of operations. GOVERNANCE Our Series A Convertible Preferred Stock has rights, preferences and privileges that are not held by, and are preferential to, the rights of our common stockholders, which could adversely affect our liquidity and financial condition, and may result in the interests of the holders of our Series A Convertible Preferred Stock differing from those of our common stockholders. The holders of our Series A Convertible Preferred Stock have the right to receive a liquidation preference entitling them to be paid out of our assets available for distribution to stockholders before any payment may be made to holders of any other class or series of capital stock, an amount equal to the greater of (a) 100 % of the liquidation preference thereof plus all accrued dividends or (b) the amount that such holder would have been entitled to receive upon our liquidation, dissolution and winding up if all outstanding shares of Series A Convertible Preferred Stock had been converted into common stock immediately prior to such liquidation, dissolution or winding up. In addition, dividends on the Series A Convertible Preferred Stock accrue ~~and are cumulative~~ **cumulatively** at the rate of 5.5 % per annum, payable quarterly in arrears. If we fail to timely declare and pay a dividend, the dividend rate will increase to 8.0 % per annum until such time as all accrued but unpaid dividends have been paid in full. The dividends were payable in-kind for the first sixteen dividend payments, after which, beginning in the first quarter of 2020, dividends are payable in cash or in-kind at the option of the Company. The holders of our Series A Convertible Preferred Stock also have certain redemption rights or put rights, including the right to require us to repurchase all or any portion of the Series A Convertible Preferred Stock on any date during the three months commencing on and immediately following March 16, **2024 2027, March 16, 2030** and **March 16, 2033** ~~the three months commencing on and immediately following every third anniversary of such date~~, at 100 % of the liquidation preference thereof plus all accrued but unpaid dividends, and the right, subject to certain exceptions, to require us to repurchase all or any portion of the Series A Convertible Preferred Stock upon certain change of control events at the greater of (a) 100 % of the liquidation preference thereof plus all accrued but unpaid dividends and (b) the consideration the holders would have received if they had converted their shares of Series A Convertible Preferred Stock into common stock immediately prior to the change of control event. These dividend and share repurchase obligations could impact our liquidity and reduce the amount of cash flows available for working capital, capital expenditures, growth opportunities, acquisitions, and other general corporate purposes. Our obligations to the holders of **our** Series A Convertible Preferred Stock could also limit our ability to obtain additional financing or increase our borrowing costs, which could have an adverse effect on our financial condition. The preferential rights could also result in divergent interests between the holders of our Series A Convertible Preferred Stock and holders of our common stock. The issuance of shares of our Series A Convertible Preferred Stock reduces the relative voting power of holders of our common stock, and the conversion and sale of those shares would dilute the ownership of such holders and may adversely affect the market price of our common stock. As of December 31, **2023-2024**, approximately 0.3 million shares of our Series A Convertible Preferred Stock were outstanding, representing approximately 10 % of our outstanding common stock, including the Series A Convertible Preferred Stock on an as-converted basis. Holders of Series A Convertible Preferred Stock are entitled to a cumulative dividend at the rate of 5.5 %

per annum, which was payable quarterly in arrears and payable in-kind for the first sixteen dividend payments, after which, beginning in the first quarter of 2020, are payable in cash or in-kind at the option of the Company. If we fail to timely declare and pay a dividend, the dividend rate will increase to 8.0% per annum until such time as all accrued but unpaid dividends have been paid in full. As holders of our Series A Convertible Preferred Stock are entitled to vote, on an as-converted basis, together with holders of our common stock on all matters submitted to a vote of the holders of our common stock, the Series A Convertible Preferred Stock, and the subsequent issuance of additional shares of Series A Convertible Preferred Stock through the payment of in-kind dividends, effectively reduces the relative voting power of the holders of our common stock. In addition, the conversion of the Series A Convertible Preferred Stock to common stock would dilute the ownership interest of existing holders of our common stock, and any sales in the public market of the common stock issuable upon conversion of the Series A Convertible Preferred Stock would increase the number of shares of our common stock available for public trading, and could adversely affect prevailing market prices of our common stock. We could be subject to actions or proposals from stockholders that do not align with our business strategies or the interests of our other stockholders. While we seek to actively engage with stockholders and consider their views on business, strategy, and environmental, social and governance issues, responding to these stockholders could be costly and time-consuming.

Stockholder activists may also seek to involve themselves in the governance, strategic direction and operations of the Company through stockholder proposals or otherwise. Such proposals may disrupt our business and operations, and divert the attention of our Board of Directors and senior management and employees, and any perceived uncertainties associated with as to our future direction resulting from such activities a situation could interfere with our ability to effectively execute our strategic plan plans or could result in the loss of potential business opportunities, impact the perception that we need a change in the direction of our business, or the perception that we are unstable or lack continuity, which may be exploited by our competitors, cause concern to our current or potential customer customers retention and long-term growth, and limit our ability to hire attract and retain qualified personnel and business partners, which could adversely affect our business. In addition, actions of these activist stockholders may cause significant periods of fluctuation fluctuations in our stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of our business.