Risk Factors Comparison 2023-06-26 to 2022-06-24 Form: 10-K

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The risks described below should be carefully considered before making an investment decision. You should carefully consider all the information set forth in this Annual Report on Form 10- K, including the following risk factors, before deciding to invest in any of our securities. This Annual Report on Form 10- K also contains, or may incorporate by reference, forward- looking statements that involve risks and uncertainties. See the " Cautionary Notice Regarding Forward- Looking Statements, " immediately preceding Part I of this Annual Report on Form 10- K. The risks below are not the only risk factors we face. Additional risks not currently known to us or that we presently deem insignificant could impact our consolidated financial position and results of operations. Our businesses, consolidated financial position, and results of operations could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and investors may lose all or part of their investment. Strategic Risks ~~The ongoing COVID- 19 pandemic may continue to impact our business, results of operations, and financial condition. The ongoing COVID- 19 pandemic, as well as continuing measures undertaken to contain the spread of COVID- 19, could continue to cause disruptions and have a significant impact on our business, including, but not limited to: • Declines in print book sales due to closings of retail bookstores; • Declines in businesses that rely on in- person engagement, primarily test prep and corporate training; • Delays in signing annual journal subscription agreements in certain parts of Europe and Asia due to challenges of remote selling and university disruption; • Declines in subscription revenue due to continued library and academic budget challenges; • Delays in customer payments due to widespread disruption and pervasive cash conservation behaviors in the face of uncertainty; • Lower demand for early career technology talent due to client constraints, including the continuing closure of corporate offices, staffing uncertainty, internal contractor hiring restrictions, and financial constraints. The outbreak also continues to present challenges as the majority of our workforce is continuing to work remotely and continuing to assist new and existing customers who are also generally working remotely. The COVID- 19 pandemic may have the effect of heightening other risks identified in this section of our Annual Report on Form 10- K for the year ended April 30, 2022, such as those related to technology disruption and the adoption by colleges and universities of online delivery of their educational offerings. Despite our efforts to manage these risks, it is not possible for us to predict the duration or magnitude of the adverse impacts of the outbreak and its effects on our business, results of operations, or financial condition at this time, but such effects may be material. The extent to which our business, results of operations, and financial condition may be impacted by the COVID- 19 pandemic in the future will depend largely on continued developments, which are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of the outbreak, including variants of the virus, and actions taken by government authorities to contain the outbreak or treat its impact, including the effectiveness and distribution of vaccines.~~ We may not be able to realize the expected benefits of our growth strategies, which are described in Item 1. Business, including successfully integrating acquisitions, which could adversely impact our consolidated financial position and results of operations. Our growth strategy includes business acquisitions, including knowledge- enabled services, which complement our existing businesses. Acquisitions may have a substantial impact on our consolidated financial position and results of operations. Acquisitions involve risks and uncertainties, including difficulties in integrating acquired operations and in realizing expected opportunities, cost synergies, diversions of management resources, loss of key employees, challenges with respect to operating new businesses, and other uncertainties. ~~Index~~ **We have announced our intent to explore the sale of certain of our businesses, and such proposed divestitures may introduce significant risks and uncertainties. We have initiated a strategic review of our non- core education businesses which could result in the future divestiture of certain assets or businesses that no longer fit with our strategic direction or growth targets. Divestitures involve significant risks and uncertainties that could adversely affect our business, consolidated financial position and consolidated results of operations. These include, among others, the inability to find potential buyers on favorable terms, disruption to our business and / or diversion of management attention from other business concerns, the potential loss of key employees, difficulties in separating the operations of the divested business, and retention of certain liabilities related to the divested business. Significant time and expenses could be incurred to divest these non- core businesses which may adversely affect operations as dispositions may require our continued financial involvement, such as through transition service agreements, guarantees, and indemnities or other current or contingent financial obligations and liabilities.** The demand for digital and lower cost books could impact our sales volumes and pricing in an adverse way. A common trend facing each of our businesses is the digitization of content and proliferation of distribution channels through the Internet and other electronic means, which are replacing traditional print formats. This trend towards digital content has also created contraction in the print book retail market which increases the risk of bankruptcy for certain retail customers, potentially leading to the disruption of short- term product supply to consumers, as well as potential bad debt write- offs. New distribution channels, such as digital formats, the Internet, online retailers, and growing delivery platforms (e. g., tablets and e- readers), combined with the concentration of retailer power, present both risks and opportunities to our traditional publishing models, potentially impacting both sales volumes and pricing. As the market has shifted to digital products, customer expectations for lower- priced products have increased due to customer awareness of reductions in production costs and the availability of free or low- cost digital content and products. As a result, there has been pressure to sell digital versions of products at prices below their print versions. Increased customer demand for lower prices could reduce our revenue. **Index** We publish educational content for undergraduate, graduate, and advanced placement students, lifelong learners, and, in Australia, for secondary school students. Due to growing student demand for less expensive textbooks, many college bookstores, online retailers, and other entities, offer used or rental textbooks to students at lower prices than new textbooks. The Internet has made the used and rental textbook markets more efficient and has significantly increased student access to used and rental textbooks. Further expansion of the used and rental textbook markets could further adversely affect our sales of print textbooks, subsequently affecting our consolidated financial position and results of operations. A reduction in enrollment at colleges and universities could adversely affect the demand for our higher education products. Enrollment in US colleges and universities can be adversely affected by many factors, including changes in government and private student loan and grant programs, uncertainty about current and future economic conditions, increases in tuition, general decreases in family income and net worth, and record low unemployment due to an active job market. In addition, enrollment levels at colleges and universities outside the US are influenced by global and local economic factors, local political conditions, and other factors that make predicting foreign enrollment levels difficult. Reductions in expected levels of enrollment at colleges and universities both within and outside the US could adversely affect demand for our higher education offerings, which could adversely impact our consolidated financial position and results of operations. If we are unable to retain key ~~employees~~ **talent** and other ~~personnel~~ **colleagues** , our consolidated financial condition or results of operations may be adversely affected. The Company and industry are highly dependent on the loyal engagement of key ~~management~~ leaders and **colleagues** ~~professional staff~~ . Loss of ~~staff~~ **talent** due to inadequate skills and career path development or maintaining competitive salaries and benefits could have a significant impact on Company performance. We are highly dependent on the continued services of key ~~employees~~ **talent** who have in-depth market and business knowledge and / or key relationships with business partners. The loss of the services of key ~~personnel~~ **talent** for any reason and our inability to replace them with suitable candidates quickly or at all, as well as any negative market perception resulting from such loss, could have a material adverse effect on our business, consolidated financial position, and results of operations. We have a significant investment in our ~~employees~~ **colleagues** around the world. We offer competitive salaries and benefits in order to attract and retain the highly skilled workforce needed to sustain and develop new products and services required for growth. Employment costs are affected by competitive market conditions for qualified individuals and factors such as healthcare and retirement benefit costs. The competitive pressures we face in our business, as well as our ability to retain our business relationships with our authors and professional societies, could adversely affect our consolidated financial position and results of operations. The contribution of authors and their professional societies is one of the more important elements of the highly competitive publishing business. Success and continued growth depend greatly on developing new products and the means to deliver them in an environment of rapid technological change. Attracting new authors and professional societies while retaining our existing business relationships is critical to our success. If we are unable to retain our existing business relationships with authors and professional societies, this could have an adverse impact on our consolidated financial position and results of operations. ~~Index~~ Information Technology Systems and Cybersecurity Risks Our company is highly dependent on information technology systems and their business management and customer- facing capabilities critical for the long- term competitive sustainability of the business. ~~These capabilities include business planning~~ **If we fail to innovate in response to rapidly evolving technological** and **market** ~~transaction information, product development~~ **developments** ~~and delivery~~ , **our competitive position may be negatively impacted** ~~marketing and sales information and management, and system security~~ . We must continue to invest in technology and other innovations to adapt and add value to our products and services to remain competitive. This is particularly true in the current environment, where investment in new technology is ongoing and there are rapid changes in the products competitors are offering, the products our customers are seeking, and our sales and distribution channels. In some cases, investments will take the form of internal development; in others, they may take the form of an acquisition. There are uncertainties whenever developing or acquiring new products and services, and it is often possible that such new products and services may not be launched, or, if launched, may not be profitable or as profitable as existing products and services. If we are unable to introduce new technologies, products, and services, our ability to be profitable may be adversely affected **. In addition, our ability to effectively compete, may be affected by our ability to anticipate and respond effectively to the opportunity and threat presented by new technology disruption and developments, including generative artificial intelligence (GAI). We may be exposed to competitive risks related to the adoption and application of new technologies by established market participants or new entrants, and others. We cannot predict the effect of technological changes on our business. Failure to keep pace with these technological developments or otherwise bring to market products that reflect these technologies could have a material adverse impact on our overall business and results of operations. We may not be successful in anticipating or responding to these developments on a timely and cost- effective basis. Additionally, the effort to gain technological expertise and develop new technologies in our business requires us to incur significant expenses. If we cannot offer new technologies as quickly as our competitors, or if our competitors develop more cost- effective technologies or product offerings, we could experience a material adverse effect on our operating results, growth and financial condition** . We may be susceptible to information technology risks that may adversely impact our business, consolidated financial position and results of operations. Information technology is a key part of our business strategy and operations. As a business strategy, Wiley' s technology enables us to provide customers with new and enhanced products and services and is critical to our success in migrating from print to digital business models. Information technology is also a fundamental component of all our business processes, collecting and reporting business data, and communicating internally and externally with customers, suppliers, employees, and others. We face technological risks associated with digital products and service delivery in our businesses, including with respect to information technology capability, reliability, security, enterprise resource planning, system implementations, and upgrades. Across our businesses, we hold personal data, including that of employees and customers. Failures of our information technology systems and products (including operational failure, natural disaster, computer virus, or cyberattacks) could interrupt the availability of our digital products and services, result in corruption or loss of data or breach in security, and result in liability or reputational damage to our brands and / or adversely impact our consolidated financial position and results of operations. Management has designed and implemented policies, processes, and controls to mitigate risks of information technology failure and to provide security from unauthorized access to our systems. In addition, we have disaster recovery plans in place to maintain business continuity for our key financial systems. While key financial systems have backup and tested disaster recovery systems, other applications and services have limited backup and recovery procedures which may delay or prevent recovery in case of disaster. The size and complexity of our information technology and information security systems, and those of our third- party vendors with whom we contract, make such systems potentially vulnerable to cyberattacks common to most industries from inadvertent or intentional actions by employees, vendors, or malicious third parties. While we have taken steps to address these risks, there can be no assurance that a system failure, disruption, or data security breach would not adversely affect our business and could have an adverse impact on our consolidated financial position and results of operations. We are continually improving and upgrading our computer systems and software. We have implemented a global Enterprise Resource Planning (ERP) system as part of a multiyear plan to integrate and upgrade our operational and financial systems and processes. We have also implemented record- to- report, purchase- to- pay, and several other business processes within all locations. We implemented order- to- cash for certain businesses and have continued to roll out additional processes and functionality of the ERP system in phases. Implementation of an ERP system involves risks and uncertainties. Any disruptions, delays, or deficiencies in the design or implementation of a new system could result in increased costs, disruptions in operations, or delays in the collection of cash from our customers, as well as having an adverse effect on our ability to timely report our financial results, all of which could materially adversely affect our business, consolidated financial position, and results of operations. We currently use out of support systems for order management for certain businesses. While we have contingency support available, any major disruptions, while unlikely, may require longer remediation time. This could impact our ability to process and fulfill orders for those businesses. We currently use a legacy platform with limited support for order management of the global Academic ~~& Professional Learning~~ business. Any defects and disruptions in the legacy systems which cannot be addressed in a timely manner could impact our ability to process orders and reconcile financial statements. ~~Index~~ Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of third parties with which we do business, could have a material adverse effect on our business, consolidated financial condition, and results of operations. The cybersecurity risks we face range from cyberattacks common to most industries, such as the development and deployment of malicious software to gain access to our networks and attempt to steal confidential information, launch distributed denial of service attacks, or attempt other coordinated disruptions, to more advanced threats that target us because of our prominence in the global research and advisory field. As a result of the COVID- 19 pandemic, most of our employees ~~are working~~ **continue to work** remotely **, at least some of the time** , which magnifies the importance of the integrity of our remote access security measures. Like many multinational corporations, we, and some third parties upon which we rely, have experienced cyberattacks on our computer systems and networks in the past and may experience them in the future, likely with more frequency and sophistication and involving a broader range of devices and modes of attack, all of which will increase the difficulty of detecting and successfully defending against them. To date, none have resulted in any material adverse impact to our business, operations, products, services, or customers. Wiley has invested heavily in Cybersecurity tools and resources to keep our systems safe. We have implemented various security controls to meet our security obligations, while also defending against constantly evolving security threats. Our security controls help to secure our information systems, including our computer systems, intranet, proprietary websites, email and other telecommunications and data networks, and we scrutinize the security of outsourced website **(s)** and service providers prior to retaining their services. However, the security measures implemented by us or by our outside service providers may not be effective, and our systems (and those of our outside service providers) may be vulnerable to theft, loss, damage and interruption from a number of potential sources and events, including unauthorized access or security breaches, cyber- attacks, computer viruses, power loss, or other disruptive events. The security compliance landscape continues to evolve, requiring us to stay apprised of changes in cybersecurity ~~and~~ **,** privacy laws ~~,~~ **and** regulations ~~, and security standards required by our clients~~ , such as the European Union General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA), the Brazilian General Data Protection Law (LGPD), the Chinese Cybersecurity, Data Security and Personal Information Protection laws (**PIPL). The United Kingdom ceased to be** ~~and~~ -- **an EU Member State on January 31, 2020, but enacted** ~~other~~ -- **the UK data protection law. It is unclear how UK data protection laws will continue to develop; however, contractual clauses have been established regulating data transfers to and from the United Kingdom. Some countries also are considering or have enacted legislation requiring local storage and processing of data that could increase the cost and complexity of delivering our services. In addition, to** new and proposed data protection laws ~~)~~, **we also stay apprised and adopt certain security standards required by our clients, such as** International Organization for Standardization (ISO), ~~and~~ National Institute of Standards and Technology (NIST **) and Center for Internet Security (CIS**). Recent well- publicized security breaches at other companies have led to enhanced government and regulatory scrutiny of the measures taken by companies to protect against cyberattacks and may in the future result in heightened cybersecurity requirements, including additional regulatory expectations for oversight of vendors and service providers. A cyberattack could cause delays in initiating or completing sales, impede delivery of our products and services to our clients, disrupt other critical client- facing or business processes, or dislocate our critical internal functions. Additionally, any material breaches or other technology- related catastrophe, or media reports of perceived security vulnerabilities to our systems or those of our third parties, even if no breach has been attempted or has occurred, could cause us to experience reputational harm, loss of customers and revenue, fines, regulatory actions and scrutiny, sanctions or other statutory penalties, litigation, liability for failure to safeguard our customers information, or financial losses that are either not insured against or not fully covered through any insurance maintained by us. Operational Risks We may not realize the anticipated cost savings and benefits from, or our business may be disrupted by, our business transformation and restructuring efforts. We continue to transform our business from a traditional publishing model to a global provider of content- enabled solutions with a focus on digital products and services. We have made several acquisitions over the past few years that represent examples of strategic initiatives that were implemented as part of our business transformation. We will continue to explore opportunities to develop new business models and enhance the efficiency of our organizational structure. The rapid pace and scope of change increases the risk that not all our strategic initiatives will deliver the expected benefits within the anticipated timeframes. In addition, these efforts may disrupt our business activities, which could adversely affect our consolidated financial position and results of operations. ~~Index~~ We continue to restructure and realign our cost base with current and anticipated future market conditions **, including our Business Optimization Program and Fiscal Year 2023 Restructuring Program** . Significant risks associated with these actions that may impair our ability to achieve the anticipated cost savings or that may disrupt our business, include delays in the implementation of anticipated workforce reductions in highly regulated locations outside of the US, decreases in employee morale, the failure to meet operational targets due to the loss of key employees, and disruptions of third parties to whom we have outsourced business functions. In addition, our ability to achieve the anticipated cost savings and other benefits from these actions within the expected timeframe is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive, and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business and consolidated financial position and results of operations could be adversely affected. We may not realize the anticipated cost savings and processing efficiencies associated with the outsourcing of certain business processes. We have outsourced certain business functions, principally in technology, content management, printing, warehousing, fulfillment, distribution, returns processing, and certain other transactional processing functions, to third- party service providers to achieve cost savings and efficiencies. If these third- party service providers do not perform effectively, we may not be able to achieve the anticipated cost savings, and depending on the function involved, we may experience business disruption or processing inefficiencies, all with potential adverse effects on our consolidated financial position and results of operations. Challenges and uncertainties associated with operating in ~~developing~~ **certain global** markets has a higher risk due to political instability, economic volatility, crime, terrorism, corruption, social and ethnic unrest, and other factors, which may adversely impact our consolidated financial position and results of operations. We sell our products to customers in certain sanctioned and previously sanctioned developing markets in accordance with such restrictions. While sales in these markets are not material to our consolidated financial position and results of operations, adverse developments related to the risks associated with these markets may cause actual results to differ from historical and forecasted future consolidated operating results. We have certain technology development operations in ~~Russia and~~ Sri Lanka **, and previously in Russia,** related to software development and architecture, digital content production, and system testing services. Due to the political instability within these regions, there is the potential for future government embargos and sanctions, which could disrupt our operations in these areas. While we have developed business continuity plans to address these issues, further adverse developments in the region could have a material impact on our consolidated financial position and results of operations. In February 2022, the Russian Federation and Belarus commenced a military action with Ukraine. As a result, the United States, as well as other nations, instituted economic sanctions against Russia and Belarus. The impact of this action and related sanctions on the world economy is not **currently** determinable **but the impact of this conflict has not been material to our consolidated financial position and results of operations. In the third quarter of fiscal year 2023, due to the political instability and military actions between Russia and Ukraine, we made the decision to close our operations in Russia, which primarily consists of technology development resources. We are substantially complete with this closure** as of ~~the date of~~ **April 30, 2023, except for** ~~these~~ -- **the formal liquidation of our** ~~financial statements. We have exercised contingency plans in Russia~~ **Russian legal entity, which** ~~to minimize any disruption if~~ we ~~were~~ **expect** to ~~lose access to our staff~~ **complete in fiscal year 2024** . **This action did** ~~If that should occur, we believe it will~~ not materially impact our overall operations. **Prior to the closure** ~~As of April 30, 2022~~ , the net assets of our Russian operations were not material to our overall consolidated financial position. We have customers in Russia, primarily for our Research offerings, which are not material to our overall consolidated results of operations. We do not have operations in Ukraine or Belarus, and the business conducted in those countries is also not material to our consolidated financial position and results of operations. In our Research ~~Publishing & Platforms~~ segment, approximately ~~28~~ **32** % of **the** ~~research journal~~ articles **we published** ~~are sourced from authors~~ in **2022 included a** China **based author. This compares to the industry percentage which is approximately 30 % of articles published in 2022 which included a China based author** . Any restrictions on exporting intellectual property could adversely affect our business and consolidated financial position and results of operations **. Chinese governments and institutions are producing early warning lists of journals published by non- Chinese publishers that have high proportions of Chinese content which could have an impact on future article volumes** . In our journal publishing business, we have a trade concentration and credit risk related to subscription agents, and in our book business the industry has a concentration of customers in national, regional, and online bookstore chains. Changes in the financial position and liquidity of our subscription agents and customers could adversely impact our consolidated financial position and results of operations. In the journal publishing business, subscriptions are primarily sourced through journal subscription agents who, acting as agents for library customers, facilitate ordering by consolidating the subscription orders / billings of each subscriber with various publishers. Cash is generally collected in advance from subscribers by the subscription agents and is principally remitted to us between the months of December and April. Although at fiscal year- end we had minimal credit risk exposure to these agents, future calendar year subscription receipts from these agents are highly dependent on their financial condition and liquidity. ~~Index~~ Subscription agents account for approximately 15 % of total annual consolidated revenue and no one agent accounts for more than 10 % of total annual consolidated revenue. Our book business is not dependent upon a single customer; however, the industry is concentrated in national, regional, and online bookstore chains. Although no book customer accounts for more than ~~8~~ **6** % of total consolidated revenue and 10 % of accounts receivable at April 30, ~~2022~~ **2023** , the top 10 book customers account for approximately ~~12~~ **10** % of total consolidated revenue and approximately ~~18~~ **20** % of accounts receivable at April 30, ~~2022~~

2023 . In our Research business, a lack of integrity in our published research could adversely impact our consolidated financial position and results of operations. We publish research authored by individuals outside our Company. The integrity of that research could be compromised due to the manipulation, misrepresentation and misconduct by those individuals or other outsiders involved in the publishing process. This activity could adversely impact our open access publishing and article output by causing us to potentially pause publication, retract articles, or halt publication of a journal, which could adversely impact our business and consolidated financial position and results of operations . Financial Risks Changes in global economic conditions could impact our ability to borrow funds and meet our future financing needs. Changes in global financial markets have not had, nor do we anticipate they will have, a significant impact on our liquidity. Due to our significant operating cash flow, financial assets, access to capital markets, and available lines of credit and revolving credit agreements, we continue to believe that we have the ability to meet our financing needs for the foreseeable future. As market conditions change, we will continue to monitor our liquidity position. However, there can be no assurance that our liquidity or our consolidated financial position and results of operations will not be adversely affected by possible future changes in global financial markets and global economic conditions. Unprecedented market conditions including illiquid credit markets, volatile equity markets, dramatic fluctuations in foreign currency **and interest** rates, and economic recession, could affect future results. Fluctuations in foreign currency exchange rates and interest rates could materially impact our consolidated financial condition and results of operations. Non- US revenues, as well as our substantial non- US net assets, expose our consolidated results to volatility from changes in foreign currency exchange rates. The percentage of consolidated revenue for the year ended April 30, ~~2022~~ **2023** recognized in the following currencies (on an equivalent US dollar basis) were approximately: ~~56~~ **57** % US dollar, ~~25~~ **24** % British pound sterling, 10 % euro, and 9 % other currencies. In addition, our interest- bearing loans and borrowings are subject to risk from changes in interest rates ~~. These risks and the measures we have taken to help mitigate them are discussed in Part II, Item 7A, " Quantitative and Qualitative Disclosures about Market Risk, " of this Annual Report on Form 10- K~~ . We may, from time to time, use derivative instruments to hedge such risks. Notwithstanding our efforts to foresee and mitigate the effects of changes in external market or fiscal circumstances, we cannot predict with certainty changes in foreign currency exchange rates and interest rates, inflation, or other related factors affecting our business, consolidated financial position, and results of operations. We may not be able to mitigate the impact of inflation and cost increases, which could have an adverse impact on our consolidated financial position and results of operations. From time to time, we experience cost increases reflecting, in part, general inflationary factors. There is no guarantee that we can increase selling prices or reduce costs to fully mitigate the effect of inflation on our costs, which may adversely impact our consolidated financial position and results of operations. As a result of acquisitions, we have and may record a significant amount of goodwill and other identifiable intangible assets and we may never realize the full carrying value of these assets. As a result of acquisitions, we recorded a significant amount of goodwill and other identifiable intangible assets. At April 30, ~~2022~~ **2023** , we had $ 1, ~~302~~ **204** . 1 million of goodwill and $ ~~931~~ **854** . ~~4~~ **8** million of intangible assets, of which $ ~~118~~ **121** . ~~3~~ **9** million are indefinite- lived intangible assets, on our Consolidated Statements of Financial Position. The intangible assets are principally composed of content and publishing rights, customer relationships, brands and trademarks, and developed technology. Failure to achieve business objectives and financial projections could result in an asset impairment, which would result in a noncash charge to our consolidated results of operations. Goodwill and intangible assets with indefinite lives are tested for impairment on an annual basis and when events or changes in circumstances indicate that impairment may have occurred. Intangible assets with definite lives, which were $ ~~813~~ **732** . ~~1~~ **9** million at April 30, ~~2022~~ **2023** , are tested for impairment only when events or changes in circumstances indicate that an impairment may have occurred. Determining whether an impairment exists can be difficult as a result of increased uncertainty and current market dynamics and requires management to make significant estimates and judgments. A noncash intangible asset impairment charge could have a material adverse effect on our consolidated financial position and results of operations. See Note 11, " Goodwill and Intangible Assets " for further information related to goodwill and intangible assets, and the impairment charges recorded in the year ended April 30, ~~2020~~ **2023** . ~~Index~~ Changes in pension costs and related funding requirements may impact our consolidated financial position and results of operations. We provide defined benefit pension plans for certain employees worldwide. Our Board of Directors approved amendments to the US, Canada, and UK defined benefit plans that froze the future accumulation of benefits effective June 30, 2013, December 31, 2015, and April 30, 2015, respectively. The **retirement benefit pension plan in Russia was discontinued on February 28, 2023 and we retain no further obligations for retirement benefits in Russia. The** funding requirements and costs of these plans are dependent upon various factors, including the actual return on plan assets, discount rates, plan participant population demographics, and changes in global pension regulations. Changes in these factors affect our plan funding, consolidated financial position, and results of operations. Legal, Regulatory, and Compliance Risks The uncertainty surrounding the implementation and effect...... financial position and results of operations. Changes in laws, tariffs, and regulations, including regulations related to open access, could adversely impact our consolidated financial position and results of operations. We maintain operations in Asia, Australia, Canada, Europe, South America, the Middle East, and the US. The conduct of our business, including the sourcing of content, distribution, sales, marketing, and advertising, is subject to various laws and regulations administered by governments around the world. Changes in laws, regulations, or government policies, including tax regulations and accounting standards, may adversely affect our future consolidated financial position and results of operations. The scientific research publishing industry generates much of its revenue from paid customer subscriptions to online and print journal content. There is ~~debate~~ **interest** within government, academic, and library communities ~~whether~~ **for** such journal content ~~should~~ **to** be made available for free immediately or following a period of embargo after publication, referred to as open access. For instance, certain governments and privately held funding bodies have implemented mandates that require journal articles derived from government- funded research to be made available to the public at no cost **immediately or** after an embargo period. Open access can be achieved in two ways: Green, which enables authors to publish articles in subscription-based journals and self – archive the author accepted version of the article for free public use after ~~an~~ **any** embargo period; and Gold, which enables authors to publish their articles in journals that provide immediate free access to the final version of the article on the publisher' s website, and elsewhere under permissive licensing terms, following payment **or waiver** of an APC. These mandates have the potential to put pressure on subscription- based publications. If such regulations are widely implemented, our consolidated financial position and results of operations could be adversely affected. ~~Index~~ To date, **many** ~~the majority~~ of **the** governments **and national research councils** that have taken a position on open access have favored the Green model and have generally specified embargo periods of twelve months. The publishing community generally takes the view that this period should be sufficient to protect subscription revenues, provided that publishers' platforms offer sufficient added value to the article. Governments in Europe have been more supportive of the Gold model, which thus far is generating incremental revenue for publishers with active open access programs. **Many institutions** ~~Several European administrations~~ have signed on to the business model which combines the purchasing of subscription content with the purchase of open access publishing for **affiliated** authors ~~in their respective countries~~. This development removes an element of risk by fixing revenues from that market, provided that the terms, price, and rate of transition negotiated are acceptable. **On January 31,2020,** ~~laws and regulations may negatively impact foreign direct investment in~~ the UK **exited the European Union (EU)** , ~~increase costs,depress economic activity,and~~ - **an** ~~restrict access~~ **action referred** to ~~capital~~ **as Brexit** .The uncertainty concerning the UK' s legal,political,and economic relationship with the EU after Brexit may be a source of instability in the international markets,create significant currency fluctuations,and / or otherwise adversely affect trading agreements or similar cross- border cooperation arrangements (whether economic,tax,fiscal,legal,regulatory,or otherwise) beyond the date of Brexit.Additional Brexit- related impacts on our business could include potential inventory shortages in the UK,increased regulatory burdens and costs to comply with UK- specific regulations,and higher transportation costs for our products coming into and out of the UK.Any of these effects,among others,could materially and adversely affect our business and consolidated financial position and results **of operations.** Changes in **global and local** tax laws **and regulations in, and the distribution of income among, jurisdictions in which the Company operates** could have a material impact on our consolidated financial position and results of operations. We are subject to tax laws in the jurisdictions where we conduct business, including the US and many foreign jurisdictions. ~~In addition to~~ **Wiley' s future results of operations could be adversely affected by changes in the effective** tax ~~law~~ **rate as a result of a change in the mix of earnings in countries with differing statutory tax rates,** changes in the ~~US~~ **valuation of deferred tax assets and liabilities** , **the result of audits of previously filed tax returns, or changes in liabilities for uncertain tax positions, the cost of repatriation, or** changes in tax laws and **regulations and the** interpretations **thereof** in ~~other~~ -- **the** jurisdictions where we ~~do business, such as the UK~~ **operate. A number of international legislative** and **regulatory bodies have** ~~Germany, as well as changes~~ proposed **legislation and begun investigations of the tax practices of multinational companies and, in the European union, the tax policies of certain European Union member states. One of these efforts has been led** by the Organization for Economic Co- operation and Development (OECD) **, which has finalized recommendations to revise corporate tax, transfer pricing,** and ~~adopted by OECD~~ **tax treaty provisions in** member countries **. On December 15** , **2022, European Union member states unanimously adopted the Minimum Tax Directive ensuring a global minimum level of taxation for multinational companies. Member states have until December 31, 2023, to transpose the Minimum Tax Directive into national legislation. The enactment of this and the heightened interest in and taxation of large multinational companies increase tax uncertainty and** could **ultimately have a material effect** ~~significantly impact the taxation of our earnings. For example,~~ on **our effective** ~~June 10, 2021, the UK increased its corporate~~ tax rate ~~from 19 % to 25 % effective April 2023~~ , **income** ~~resulting in a \$ 21. 4 million noncash deferred~~ tax expense **, from the** ~~re- measurement of our applicable UK~~ net ~~deferred~~ **income, or cash flows. On August 16, 2022, the Inflation Reduction Act of 2022 was enacted into law in the United States, which, among other things, created a new corporate alternative minimum** tax ~~liabilities~~ **of 15 % for certain corporations and a 1 % excise tax on stock repurchases made by publicly traded US** . **companies after December 31** ~~See Note 13, " Income Taxes. " During our year ended April 30~~ , 2022 ~~, more than half of our consolidated pretax income was from the UK~~ . In addition, there are proposals to increase the rate and otherwise change US tax laws **,** which could significantly increase ~~our~~ **the Company' s** tax rate **. Given the unpredictability of possible further changes to, and the potential interdependency of, the United States or foreign tax laws and regulations, it is difficult to predict the cumulative effect of such laws and regulations on Wiley' s results of operations** . We are also subject to potential taxes ~~and regulations~~ in jurisdictions where we have sales even though we do not have a physical presence. These ~~taxes and~~ potential taxes could have a material impact on our consolidated financial position and results of operations as substantially all our taxable income is earned outside the US. In addition, we are subject to ~~audit~~ **examination** by tax authorities and ~~are regularly audited by various tax authorities. Although~~ **although** we believe our tax estimates are reasonable, the final determination of tax audits could be materially different from our historical income tax provisions and accruals and could have a material impact on our consolidated financial position and results of operations. Our intellectual property rights may not be protected, which could adversely affect our consolidated financial position and results of operations. A substantial portion of our publications are protected by copyright, held either in our name, in the name of the author of the work, or in the name of a sponsoring professional society. Such copyrights protect our exclusive right to publish the work in many countries abroad for specified periods, in most cases, the author' s life plus 70 years. Our ability to continue to achieve our expected results depends, in part, upon our ability to protect our intellectual property rights. Our consolidated financial position and results of operations may be adversely affected by lack of legal and / or technological protections for its intellectual property in some jurisdictions and markets. A disruption or loss of data sources could limit our collection and use of certain kinds of information, which could adversely impact our communication with our customers. Several of our businesses rely extensively upon content and data from external sources. Data is obtained from public records, governmental authorities, customers, and other information companies, including competitors. Legal regulations, such as the EU' s GDPR, relating to Internet communications, privacy and data protection, e- commerce, information governance, and use of public records, are becoming more prevalent worldwide. The disruption or loss of data sources, either because of changes in the law or because data suppliers decide not to supply them, may impose limits on our collection and use of certain kinds of information about individuals and our ability to communicate such information effectively with our customers. In addition, GDPR imposes a strict data protection compliance regime with severe penalties of up to 4 % of worldwide revenue or € 20 million, whichever is greater. If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired. We are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes- Oxley Act (Sarbanes- Oxley Act) and the rules and regulations of the New York Stock Exchange. The Sarbanes- Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are required to perform system and process evaluations and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting in our Annual Report on Form 10- K, as required by Section 404 of the Sarbanes- Oxley Act. This may require us to incur substantial additional professional fees and internal costs to further expand our accounting and finance functions and expend significant management efforts. ~~Index~~ We may in the future discover material weaknesses in our system of internal financial and accounting controls and procedures that could result in a material misstatement of our financial statements. In addition, our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system' s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to errors or fraud will not occur, or that all control issues and instances of fraud will be detected. If we are not able to comply with the requirements of Section 404 of the Sarbanes- Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If that were to happen, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. General Risks **Global economic, market, public health and geopolitical conditions or other events could negatively impact our consolidated financial positions and results of operations. We are exposed to risks and uncertainties caused by factors beyond our control, including global economic, public health and geopolitical conditions. These include economic weakness, softness in consumer and corporate spending, uncertainty and volatility, including the potential for a recession; a competitive labor market and evolving workforce expectations; inflation, rising interest rates; public health crisis, including pandemics; financial stability of the banking industry, and political and sociopolitical uncertainties and conflicts. These factors may result in declines and / or volatility in our results or stock price. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. Our business could also be impacted by volatility caused by geopolitical events, such as the conflict in Ukraine. In addition, the actual or perceived effects of a disease outbreak, epidemic, pandemic or similar widespread public health concern, such as COVID- 19, could also materially and adversely affect our results. The future impact that global economic, public health and geopolitical conditions will have on our business operations and financial results is uncertain and will depend on numerous evolving factors and developments that we are not able to reliably predict or mitigate. It is also possible that these conditions may impact other risks discussed in this section.** The trading price of the shares of our common stock may fluctuate materially, and investors of our common stock could incur substantial losses. Our stock price may fluctuate materially. The stock market in general has experienced significant volatility that has often been unrelated to the operating performance of companies. As a result of this volatility, investors may not be able to sell their common stock at or above the price paid for the shares. The market price for our common stock may be influenced by many factors, including: • Actual or anticipated changes in our consolidated operating results; • Variances between actual consolidated operating results and the expectations of securities analysts, investors, and the financial community; • Changes in financial estimates by us or by any securities analysts who might cover our stock; • Conditions or trends in our industry, the stock market, or the economy; • The level of demand for our stock, the stock market price, and volume fluctuations of comparable companies; • Announcements by us or our competitors of new product or service offerings, significant acquisitions, strategic partnerships, or divestitures; • Announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us; • Capital commitments; • Investors' general perception of the Company and our business; • Recruitment or departure of key personnel; and • Sales of our common stock, including sales by our directors and officers or specific stockholders. Adverse publicity could negatively impact our reputation, which could adversely affect our consolidated financial position and results of operations. Our professional customers worldwide rely upon many of our publications to perform their jobs. It is imperative that we consistently demonstrate our ability to maintain the integrity of the information included in our publications. Adverse publicity, whether valid or not, may reduce demand for our publications and adversely affect our consolidated financial position and results of operations.