Risk Factors Comparison 2024-02-22 to 2023-02-23 Form: 10-K

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You should carefully consider the risks described below in addition to other information contained or incorporated by reference in this Annual Report before investing in our securities. Realization of any of the following risks could have a material adverse effect on our business, financial condition, cash flows and results of operations. Risks Related to Our Business, Strategy and Operations Demand for our products is sensitive to economic conditions over which we have no control and that may have a material adverse effect on our business, financial condition, cash flows and results of operations. Demand for our products is sensitive to changes in economic conditions, including changes related to unemployment, consumer confidence, consumer income, new housing starts, industrial production, government regulations, inflationary pressures, and the availability of financing and interest rates. The status of these economic conditions periodically ~~have~~ **has** an adverse effect on truck freight and the demand for, and the pricing of, our products, and ~~have~~ **has** also resulted in, and could in the future result in, the inability of customers to meet their contractual terms or payment obligations, any of which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our business is highly cyclical **,** and a downturn could have a material adverse effect on our business, financial condition, cash flows and results of operations. The truck trailer manufacturing industry historically has been, and is expected to continue to be, cyclical, as well as affected by overall economic conditions. Customers historically have replaced trailers in cycles that run from five to 12 years, depending on service and trailer type. Poor economic conditions can adversely affect demand for new trailers and has historically led to an overall aging of trailer fleets beyond a typical replacement cycle. Customers' buying patterns can also be influenced by regulatory changes, such as federal hours- of- service rules as well as overall truck safety, limitations on vehicle weight, size, and configuration, and federal emissions standards. The steps we have taken to diversify our product offerings through the implementation of our strategic plan do not insulate us from this cyclicality. During downturns, we operate with a lower level of backlog and have had to temporarily slow down or halt production at some or all of our facilities, including extending normal shut down periods and reducing salaried headcount levels. An economic downturn may reduce, and in the past has reduced, demand for trailers and our other products, resulting in lower sales volumes and lower prices and could have a material adverse effect on our business, financial condition, cash flows and results of operations. Economic weakness and its impact on the markets and customers we serve could have a material adverse effect on our business, financial condition, cash flows and results of operations. While the trailer industry has recently experienced a period of strong demand levels, we cannot provide any assurances that we will be profitable in future periods or that we will be able to sustain or increase profitability in the future. Increasing our profitability will depend on several factors including our ability to increase our overall trailer volumes, improve our gross margins, gain continued momentum on our product diversification efforts and manage our expenses. If we are unable to sustain profitability in the future, we may not be able to meet our payment and other obligations under our outstanding debt agreements. We continue to be reliant on the credit, housing, energy and construction- related markets in the U. S. The same general economic concerns faced by us are also faced by our customers. We believe that some of our customers are highly leveraged and have limited access to capital, and their continued existence may be reliant on liquidity from global credit markets and other sources of external financing. Lack of liquidity by our customers could impact our ability to collect amounts owed to us and our failure to collect these amounts could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our backlog may not be indicative of the level of our future revenues. Our backlog represents future production for which we have written orders from our customers that have defined delivery timeframes. Orders that comprise our backlog may be subject to changes in quantities, delivery, specifications and terms, or cancellation. Our ~~backlog recently increased due to strong demand, as well as shortages of materials, and labor, and may not remain at such levels in the future. Our~~ reported backlog may not be converted to revenue in any particular period and actual revenue from such orders may not equal our backlog. Therefore, our backlog may not be fully indicative of the level of our future revenues. ~~Ongoing~~ A change in our customer relationships or in the financial condition of our customers could have a material adverse effect on our business,financial condition,cash flows and results of operations.We have longstanding relationships with a number of large customers to whom we supply our products.We do not have long- term agreements with ~~all of~~ these customers.Our success is dependent,to a significant extent,upon the continued strength of these relationships and the growth of our core customers.We often are unable to predict the level of demand for our products from these customers,or the timing of their orders.In addition,the same economic conditions that adversely affect us also often adversely affect our customers.Furthermore,we are subject to a concentration of risk as the five largest customers together accounted for approximately ~~32~~ **33** % of our aggregate net sales in ~~2023~~ **2022** . ~~Our largest~~ **Over the previous three years,no** customer **has individually** accounted for ~~12~~ **greater than 10** % of our **annual** aggregate net sales ~~in 2023.No individual customer accounted for more than 10 % of our aggregate net sales in either 2022 or 2021~~ .The loss of a significant customer or unexpected changes or delays in product purchases could have a material adverse effect **on our business,financial condition,cash flows and results of operations.** ~~inflation~~ **Inflation** could materially and adversely affect our business, financial condition, cash flows and results of operations. Inflation rates in the markets in which we operate have **seen** ~~increased~~ **increases in past years** and may continue to rise. ~~Recent inflation~~ **Inflation** ~~has~~ **and elevated price levels have** led us to experience higher costs of labor, materials and transportation. Our suppliers have raised their prices and may continue to raise prices, and in the competitive markets in which we operate, we may not be able to make corresponding price increases to preserve our gross margins and profitability. Deteriorating economic and political conditions and uncertainty, such as increased unemployment, changes in capital spending, declines in consumer confidence, or economic slowdowns or recessions, could cause a decrease in demand for our products. If inflation rates continue to rise or remain elevated for a sustained period of time, they could materially and adversely affect our business, financial condition, cash flows, and results of operations. ~~The COVID- 19 pandemic, or other outbreaks of disease or similar public health threats, could materially and adversely affect our business, financial condition, cash flows and results of operations. The outbreak of COVID- 19, and any other outbreaks of contagious diseases or other adverse public health developments in the United States or worldwide, could have a material adverse effect on our business, financial condition, cash flows and results of operations. COVID- 19 has disrupted our operations, significantly impacted economic activity and markets worldwide, and could continue to negatively affect our business in a number of ways. These effects could include, but are not limited to: ▪ Disruptions or restrictions on our employees' ability to work effectively due to illness, travel bans, quarantines, shelter- in- place orders, labor shortages within our facilities and / or absenteeism, increased employee turnover, or other limitations. ▪ Temporary closures of our facilities or the facilities of our customers or suppliers, which could affect our ability to timely meet our customer' s orders and negatively impact our supply chain. ▪ In an effort to increase the wider availability of needed medical and other supplies and products, we may elect to, or governments may require us to, allocate manufacturing capacity (for example, pursuant to the U. S. Defense Production Act) in a way that adversely affects our regular operations and may result in adverse effects on our reputation and customer and supplier relationships. ▪ Resulting cost increases from the effects of a pandemic such as COVID- 19 may not be fully recoverable. ▪ The failure of third parties on which we rely, including our suppliers, customers, contractors, commercial banks and external business partners, to meet their respective obligations to the Company, or significant disruptions in their ability to do so, which may be caused by their own financial or operational difficulties. ▪ Commodity costs have become more volatile since the COVID- 19 outbreak. We expect continued commodity cost volatility, and our commodity hedging program might not sufficiently offset this volatility. ▪ Disruptions or uncertainties related to the COVID- 19 outbreak for a sustained period of time and new phases of the outbreak could result in delays or modifications to our strategic plans and initiatives and hinder our ability to achieve our strategic goals. ▪ An impairment in the carrying value of goodwill or intangible assets or a change in the useful life of definite- lived intangible assets could occur if there are sustained changes in consumer purchasing behaviors, government restrictions, financial results, or a deterioration of macroeconomic conditions. ▪ Actions we have taken or may take, or decisions we have made or may make, as a consequence of the COVID- 19 pandemic may result in legal claims or litigation against us. ▪ Some of our employees continue to work remotely, which may bring additional information technology and data security risks. The extent to which the COVID- 19 pandemic, or other outbreaks of disease or similar public health threats, materially and adversely impacts our business, financial condition, cash flows and results of operations is highly uncertain and will depend on future developments. Such developments may include the geographic spread and duration of the virus (including any variants), the severity of the disease and the actions taken by various governmental authorities and other third parties in response to the outbreak. In addition, how quickly, and to what extent, normal economic and operating conditions can resume cannot be predicted, and normal business operations may be delayed or constrained by effects of the COVID- 19 pandemic on our suppliers, third- party service providers, and / or customers.~~ We have a limited number of suppliers of raw materials and components; increases in the price of raw materials and components or the inability to obtain raw materials and components could have a material adverse effect on our business, financial condition, cash flows and results of operations. We currently rely on a limited number of suppliers for raw materials and key components in the manufacturing of our products, such as tires, landing gear, axles, suspensions, specialty steel coil, stainless steel, plastic, aluminum and lumber. There have been, and may continue to be, shortages of supplies of raw materials or components (~~recently~~ including foam insulation, suspension components and wiring), or our suppliers may place us on allocation, which has and would continue to have an adverse impact on our ability to meet demand for our products. Disruptions to the supply chain, shortages and allocations of raw materials and components have resulted and may continue to result in an increased backlog of orders for trailers and certain other products and inefficient operations, and in some cases may produce a build- up of inventory, all of which can negatively affect our working capital position, increase costs that are passed on to customers and delay our ability to fulfill customer orders. The loss of any of our suppliers or their inability to meet our price, quality, quantity and delivery requirements could have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, price volatility and changes in the availability of commodities we purchase, which have fluctuated significantly in the past, impact the pricing of raw materials, can increase production costs and could have negative impacts on our operating margins. The ongoing global supply chain disruption continues to interfere with our ability to receive raw materials, components and commodities as scheduled and at expected costs. Such disruptions have been compounded with logistical factors that include reduced freight, railway, trucking and air capacity and delays, shortages of shipping containers and chassis, natural disasters and severe weather conditions, trade conflicts and labor availability constraints, which have resulted in increased transportation costs, shortages of raw materials, components and commodities, inefficient order fulfillment and significant order backlogs. Our supply chain may also continue to be impacted by damaging weather or acts of nature (including acts of nature caused by climate change). Supply chain disruptions, which may also include capacity constraints, effects of economic downturn, cybersecurity threats, geopolitical uncertainties and other related interferences, could have a material adverse effect on our business, financial condition, cash flows and results of operations. We may fail to realize all of...... cash flows and results of operations. The inability to attract and retain key personnel or a sufficient workforce could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our ability to operate our business and implement our strategies depends, in part, on the efforts of our executive officers and other key associates. ~~Low unemployment and tight~~ **Tight** labor markets ~~have impacted and~~ may ~~continue to~~ negatively impact our ability to retain a sufficient workforce of qualified personnel. ~~The labor~~ **Labor** ~~shortage~~ **shortages** , increased competition in the hiring market, high employee turnover rates and the resulting impacts of increased recruitment costs, wages and training and related inefficiencies, ~~have disrupted and~~ may ~~continue to~~ disrupt our ability to meet consumer demands and expectations. Our future success depends, in large part, on our ability to attract and retain qualified personnel, including manufacturing personnel, sales professionals and engineers. The unexpected loss of services of any of our key personnel or the failure to attract or retain other qualified personnel, including personnel with engineering and technical expertise in the industry, could have a material adverse effect on our business, financial condition, cash flows and results of operations. We may not be able to execute on our long- term strategic plan and growth initiatives, or meet our long- term financial goals, and this may have a material adverse effect on our business, financial condition, cash flows and results of operations. Our long- term strategic plan is intended to generate long- term value for our shareholders while delivering profitable growth through all our business segments. The long- term financial goals that we expect to achieve as a result of our long- term strategic plan and organic growth initiatives are based on certain assumptions, which may prove to be incorrect. Organically, our focus is on profitably growing and diversifying our operations by leveraging our existing assets, capabilities, and technology into higher margin products and markets and thereby providing value- added customer solutions, including continuing to expand and develop our parts & services operating segment. We cannot provide any assurance that we will be able to fully execute on our strategic plan or growth initiatives, which are subject to a variety of risks including our ability to: diversify the product offerings of our non- trailer businesses, including continuing to expand and develop our parts and services offerings; leverage acquired businesses and assets to grow sales with our existing products; design, develop, and commercialize new products to meet the needs of our customers; increase the pricing of our products and services to offset cost increases and expand gross margins; scale our manufacturing capacity and resources to efficiently meet customer demand; and execute potential future acquisitions, mergers, joint ventures, and other business development opportunities. If we are unable to successfully execute on our strategic plan, we may experience increased competition, material adverse financial consequences and a decrease in the value of our stock. Additionally, our management' s attention to the implementation of the strategic plan, which includes our efforts at diversification, may distract them from implementing our core business which may also have material adverse financial consequences. Volatility in the supply of vehicle chassis and other vehicle components could have a material adverse effect on our truck body product line. With the exception of some specialty vehicle products, we generally do not purchase vehicle chassis for our inventory and accept shipments of vehicle chassis owned by dealers or end- users for the purpose of installing and / or manufacturing our specialized truck bodies on such chassis. Historically, General Motors Company (" GM "), Freightliner Custom Chassis (" Freightliner "), International Truck (" International "), and Ford Motor Company (" Ford ") have been the primary suppliers of chassis. In the event of a disruption in supply from one major supplier, we would attempt to use another major supplier, but there can be no assurance that this attempt would be successful. Nevertheless, in the event of chassis supply disruptions, there could be unforeseen consequences that may have a material adverse effect on our truck body operations. We also face risks relative to finance and storage charges for maintaining an excess supply of chassis from GM, Freightliner, International, and Ford. Under the converter chassis pool agreements, if a chassis is not delivered to a customer within a specified time frame, we are required to pay finance or storage charges on such chassis. A change in our customer relationships or...... cash flows and results of operations. Significant competition in the industries in which we operate may result in our competitors offering new or better products and services or lower prices, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. The industries in which we participate are highly competitive. We compete with other manufacturers of varying sizes, some of which have substantial financial resources. Manufacturers compete primarily on the quality of their products, customer relationships, service availability and price. Additionally, we face increasing competition to develop innovative products that result in lower emissions. Manufacturing over-capacity and high leverage of some of our competitors, along with bankruptcies and financial stresses that affected the industry, have in the past contributed, and may in the future contribute to significant pricing pressures. If we are unable to successfully compete with other manufacturers, we could lose customers and our revenues may decline. In addition, competitive pressures in the industry may affect the market prices of our new and used equipment, which, in turn, may have a material adverse effect on our business, financial condition, cash flows and results of operations. Our truck body product lines compete in the highly competitive specialized vehicle industry which may impact ~~its~~ **our** financial results. The competitive nature of the specialized vehicle industry creates a number of challenges for our truck body products. Important factors include product pricing, quality of product, lead times, geographic proximity to customers, and the ability to manufacture a product customized to customer specifications. Specialized vehicles are produced by a number of smaller, regional companies which create product pricing pressures that could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our technology and products may not achieve market acceptance or competing products could gain market share, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. We continue to optimize and expand our product offerings to meet our customers' needs. While we target product development to meet customer needs, there is no assurance that our product development efforts will be embraced and that we will meet our strategic goals, including sales projections. Companies in the truck transportation industry, a very fluid industry in which our customers primarily operate, make frequent changes to maximize their operations and profits. A number of our competitors followed our leadership in the development and use of composite sidewalls that brought them into direct competition with our DuraPlate ® products. Our product development is focused on maintaining our leadership for these products **and others,** but competitive pressures may erode our market share or margins. We hold U. S. and foreign utility and design patents and patent applications on various components and techniques utilized in our manufacturing of transportation equipment and products with expiration dates ranging from ~~2023~~ **2024** to ~~2045~~ **2044** . We continue to take steps to protect our proprietary rights in our products and the processes used to produce them. However, the steps we have taken may not be sufficient or may not be enforced by a court of law. If we are unable to protect our intellectual properties, other parties may attempt to copy or otherwise obtain or use our products or technology. If competitors are able to use our technology, our ability to effectively compete could be harmed and this could have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, litigation related to intellectual property could result in substantial costs and efforts which may not result in a successful outcome. Disruption of our manufacturing operations could have a material adverse effect on our business, financial condition, cash flows and results of operations. We manufacture our van trailer products at two facilities in Lafayette, Indiana, a flatbed trailer facility in Cadiz, Kentucky, a hardwood floor facility in Harrison, Arkansas, three liquid- transportation systems facilities in New Lisbon, Wisconsin; Fond du Lac, Wisconsin; and Queretaro, Mexico, two engineered products facilities in New Lisbon, Wisconsin; and Elroy, Wisconsin, five truck body facilities in Goshen, Indiana; Cleburne, Texas; Griffin, Georgia; Jonestown, Pennsylvania; and Moreno Valley, California, produce composite products in Lafayette, Indiana, and produce our EcoNexTM **Technology** products in Little Falls, Minnesota. Our production at these facilities could be subject to disruptions which may include work stoppages, severe weather, natural disaster **, public health crises, including the spread of a contagious disease, pandemics or epidemics, quarantines or shutdowns related to public health crises, threats to physical security or information security systems** or other catastrophic events beyond our control. The effects of climate change, including increased severity and frequency of extreme weather events, natural disasters, long term changes in temperature levels and water availability, may exacerbate these risks, and could increase the costs of insuring company assets. An unexpected disruption in our production at any of these facilities for any length of time could have a material adverse effect on our business, financial condition, cash flows and results of operations. Similarly, if one or more of our customers experiences an unexpected disruption, that customer may reduce or halt purchases of our products, which could result in reduced production or other cost- reduction initiatives at our related manufacturing facilities. Our failure to effectively manage, safeguard, design, manufacture, service, repair, and maintain our leased (or subleased) trailers could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our Trailers as a Service (TAAS) SM initiative ~~will include~~ **includes** leased and subleased trailers. These trailers and our **current and** future TAAS initiative trailers ~~will~~ have long economic lives and managing our evolving trailer fleet **is** ~~will be~~ a critical element to our leasing business. **We** ~~As a new entrant into the leasing and subleasing industry, we will~~ face significant risks and challenges to our business and prospects **as a recent entrant into the leasing and subleasing industry** , including, among other things, with respect to our ability to design and build long- lived products that are aligned with freight leasing customer needs and changes in legislation and regulations in the various markets in which we operate, and cost- effectively maintain and repair our fleet to maximize the economic life of the products and the proceeds we receive from product sales. As the needs of our freight leasing customers and the scope of our customers change, we may incur costs to relocate or retrofit our assets to better meet shifts in demand. If the distribution of our assets is not aligned with regional demand or there is excess leased equipment in the fleet industry, we may be unable to take advantage of sales and leasing opportunities in certain regions, despite excess inventory in other regions. If we do not appropriately manage the design, manufacture, repair and maintenance of our product fleet, or if we are unexpectedly unable to complete such repair or maintenance or suffer unexpected losses of equipment due to theft or obsolescence, we may be required to incur impairment charges for equipment that is beyond economic repair or incur significant capital expenditures to build new equipment to serve demand. These failures may also result in personal injury or property damage claims and termination of leases or contracts by customers. Costs of contract performance, potential litigation and profits lost from termination could materially adversely affect our future operating results and cash flows. If a significant number of leased units are returned in a short period of time, a large supply of units would need to be remarketed. If we are not able to successfully manage our lease assets or remarket a large influx of units returning from leases, our business, financial condition, cash flows and results of operations may be materially adversely affected. **Our joint venture arrangement to create Linq Venture Holdings LLC and related agreements are subject to risks and we may fail to realize all of the expected enhanced revenue, earnings and cash flows. Our ability to realize all of the expected enhanced revenue, earnings, and cash flows from our agreements related to the creation of Linq Venture Holdings LLC, a jointly owned legal entity, will depend, in substantial part, on each party' s ability to successfully develop, operate, and scale a digital marketplace for the transportation and logistics distribution industry. In connection with this joint venture, the parties plan to use an engaged investor operating model to help accelerate the development and scaling, with a goal to migrate the digital marketplace to us and terminate these relationships in the future. While we believe we will ultimately achieve these objectives, it is possible that we will be unable to achieve all of the goals within our anticipated time frame or in the anticipated amounts. If we are not able to successfully complete our digital marketplace strategy and transition of the related business, the anticipated enhanced revenue, earnings and cash flows resulting from this joint venture may not be realized fully or may take longer to realize than expected. Our participation in this joint venture is also subject to the risks that put / call arrangements and other joint venture exit rights could require us to utilize our cash flow, incur additional indebtedness or issue stock to satisfy the payment obligations in respect of such arrangements. Additional risks include that we do not have sole decision - making authority and have a minority right to appoint members to the board of the joint venture, which could require us to expend additional resources on resolving impasses or potential disputes. Our future growth may be limited if we are unable to maintain good relationships or maintain aligned goals with our joint venture partner. We may fail to realize all of the expected enhanced revenue, earnings and cash flow from our agreement to create Wabash Parts LLC, a jointly owned legal entity. Our ability to realize all of the expected enhanced revenue, earnings, and cash flow from our 2022 agreement with a partner to create Wabash Parts LLC, a jointly owned legal entity, will depend, in substantial part, on each party' s ability to successfully operate a parts and services distribution platform and achieve our projected distribution goals. While we believe we will ultimately achieve these objectives, it is possible that we will be unable to achieve all of the goals within our anticipated time frame or in the anticipated amounts. If we are not able to successfully complete our parts and services distribution strategy, the anticipated enhanced revenue, earnings and cash flows resulting from this joint venture may not be realized fully or may take longer to realize than expected. As part of the joint venture, we have the obligation to absorb the benefits and losses of Wabash Parts LLC that could potentially be significant to the entity. We are also required to provide funding to the entity if needed. These potential losses and**

funding requirements could have a material adverse effect on our business, financial condition, cash flows and results of operations. We are subject to extensive governmental laws and regulations, and our costs related to compliance with, or our failure to comply with, existing or future laws and regulations could have a material adverse effect on our business, financial condition, cash flows and results of operations. The length, height, width, maximum weight capacity and other specifications of truck and tank trailers are regulated by individual states. The federal government also regulates certain trailer safety features, such as lamps, reflective devices, tires, air- brake systems and rear- impact guards. In addition, most tank trailers we manufacture have specific federal regulations and restrictions that dictate tank design, material type and thickness **. Our products are also subject to various state and federal environmental laws and regulations specifically including those related to greenhouse gas emissions, including regulations with respect to per- and polyfluoroalkyl substances (PFAS)** . Changes or anticipation of changes in these regulations can have a material impact on our financial results, as our customers may defer purchasing decisions and we may have to re- engineer products. We are subject to various environmental laws and regulations dealing with the transportation, storage, presence, use, disposal and handling of hazardous materials, discharge of storm water and underground fuel storage tanks, and we may be subject to liability associated with operations of prior owners of acquired property. In addition, we are subject to laws and regulations relating to the employment of our employees and labor- related practices. If we are found to be in violation of applicable laws or regulations in the future, it could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our costs of complying with these or any other current or future regulations may be material. Such regulations include technical safety standards that could delay product development or require manufacturer recall campaigns to remedy certain defects. In addition, if we fail to comply with existing or future laws and regulations, we may be subject to governmental or judicial fines or sanctions. Changes to U. S. or foreign tax laws could affect our effective tax rate and our future profitability. Tax rates in various jurisdictions may be subject to significant change. Changes in tax legislation could significantly impact our overall profitability, the provisions for income taxes, the amount of taxes payable, and our deferred tax asset and liability balances. Changes in U. S. trade policy, including the imposition of tariffs and the resulting consequences, may have a material adverse effect on our business, financial condition, cash flows and results of operations. The U. S. government previously announced, and in some cases implemented, an approach to trade policy that includes renegotiating or potentially terminating certain trade agreements, as well as implementing or increasing tariffs on foreign goods and raw materials such as steel and aluminum. These tariffs and potential tariffs have resulted, ~~or~~ **and** may **further** result, in increased prices for certain imported goods and raw materials. While we source the majority of our materials and components domestically, tariffs and potential tariffs have caused, and may continue to cause, increases and volatility in prices for domestically sourced goods and materials that we require for our products, particularly aluminum and steel. When the costs of our components and raw materials increase, we may not be able to hedge or pass on these costs to our customers, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Product liability and other legal claims could have a material adverse effect on our business, financial condition, cash flows and results of operations. As a manufacturer of products widely used in commerce, we are subject to product liability claims and litigation, as well as warranty claims. From time **-** to **-** time claims may involve material amounts and novel legal theories, and any insurance we carry may not provide adequate coverage to insulate us from material liabilities for these claims **, or we may not be able to maintain this insurance on our preferred terms or at an acceptable cost. Additionally, we are, and may in the future be, party to safety- related litigation that could materially and adversely affect our financial condition, results of operations and cash flows. Our strategy has been, and continues to be, to mount a vigorous defense against such claims. We cannot predict with certainty the extent to which we will be successful in litigating or otherwise resolving these claims in the future, and we continue to evaluate different strategies related to the safety- related claims filed against us. Even if lawsuits are decided in our favor, or are unfounded, we may incur material expenses and reputational damage. Such matters may also require significant management attention. Unfavorable rulings, judgments or settlement terms could have a material adverse impact on our business and financial condition, results of operations and cash flows** . In addition to product liability claims, we are subject to legal proceedings and claims that arise in the ordinary course of business, such as workers' compensation claims, OSHA investigations, employment disputes and customer and supplier disputes arising out of the conduct of our business. Litigation may result in substantial costs and may divert management' s attention and resources from the operation of our business, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Climate change and related public focus from regulators and various stakeholders could have a material adverse effect on our business, financial condition, cash flows and results of operations. There is scientific consensus and increased public concern that emissions of greenhouse gases are linked to global climate changes. Climate changes, such as extreme weather conditions, including floods or hurricanes, decreased water availability or quality, sea level changes, extreme fires and overall temperature shifts, may have physical impacts on our facilities and operations, as well as those of our suppliers and customers. Such impacts are geographically specific, highly uncertain and may result in diminished availability of materials, indirect financial risks passed through our supply chain, decreased demand for our products and adverse impacts on our financial performance and operations. These considerations may also result in additional and increasingly stringent international, national, regional or local legislative or regulatory responses to mitigate greenhouse gas emissions. Timing and scope of any regulations are uncertain **,** and regulation could result in additional costs of compliance, increased energy, transportation and materials costs and other additional expenses to improve the efficiency of our products, facilities and operations. We could also face increased costs related to defending and resolving legal claims and other litigation related to climate change regulations and the alleged impact of our operations on climate change. Relatedly, the expectations of our customers, stockholders and employees have heightened in areas such as the environment, social matters and corporate governance. Increased public focus requires us to provide information on our approach to these issues, including certain climate- related matters such as mitigating greenhouse gas emissions, and continuously monitor related reporting standards. A failure to adequately meet stakeholder expectations or to comply with climate change related regulations may result in a loss of business, diminished ability to successfully market our products to new and existing customers, decreased demand for our products, diluted market valuation or an inability to attract and retain key personnel. Failure to meet environmental, social and...... cash flows and results of operations. An impairment in the carrying value of goodwill and other long- lived intangible assets could negatively affect our operating results. We have a substantial amount of goodwill and purchased intangible assets on our balance sheet as a result of acquisitions ~~. As of December 31, 2022, goodwill allocated to our TS and P & S segments was approximately $ 120. 5 million (or 64 % of our total goodwill) and $ 67. 9 million (or 36 % of our total goodwill), respectively~~ . The carrying value of goodwill represents the fair value of an acquired business in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of other long- lived intangible assets represents the fair value of trademarks and trade names (until the non- cash impairment charge discussed throughout this Annual Report on Form 10- K), customer relationships and technology as of the acquisition date, net of accumulated amortization. Under generally accepted accounting principles, goodwill is required to be reviewed for impairment at least annually, or more frequently if potential interim indicators exist that could result in impairment, and other long- lived intangible assets require review for impairment only when indicators exist. If any business conditions or other factors cause profitability or cash flows to significantly decline, we may be required to record an additional non- cash impairment charge, which could adversely affect our operating results. Events and conditions that could result in impairment include a prolonged period of global economic weakness, a decline in economic conditions or a slow, weak economic recovery, sustained declines in the price of our common stock, adverse changes in the regulatory environment, adverse changes in the market share of our products, adverse changes in interest rates, or other factors leading to reductions in the long- term sales or profitability that we expect. There is no assurance that we will have the ability to continue a regular quarterly dividend. Our ability to pay dividends, and our Board of Directors' determination to maintain our current dividend policy, will depend on numerous factors, including: ▪ The state of our business, competition, and changes in our industry; ▪ Changes in the factors, assumptions, and other considerations made by our Board of Directors in reviewing and revising our dividend policy; ▪ Our future results of operations, financial condition, liquidity needs, and capital resources; and ▪ Our various expected cash needs, including cash interest and principal payments on our indebtedness, capital expenditures, the purchase price of acquisitions, and taxes. Each of the factors listed above could negatively affect our ability to pay dividends in accordance with our dividend policy or at all. In addition, the Board may elect to suspend or alter the current dividend policy at any time. Our ability to fund our working capital needs and capital expenditures, and our ability to pay dividends on our common stock, is limited by the net cash provided by operations, cash on hand and available borrowings under our Credit Agreement (as defined below). Declines in net cash provided by operations, increases in working capital requirements necessitated by an increased demand for our products and services, decreases in the availability under the Credit Agreement or changes in the credit our suppliers provide to us, could rapidly exhaust our liquidity. We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to fund our day- to- day operations or to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, and other cash requirements, we could face substantial liquidity problems and could be forced to reduce or delay capital expenditures or to sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We may not be able to ~~effect~~ **affect** any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, such alternative actions may not allow us to meet our scheduled debt service obligations. Rising interest rates, along with actions by credit ratings agencies, such as downgrades or negative changes to our ratings outlook, may also reduce our ability to access the capital markets and / or increase our cost of capital either of which could have material adverse effects on our financial condition and cash flows. The indenture governing the New Senior Notes and the Credit Agreement (each, as defined below) restrict (a) our ability to dispose of assets and use the proceeds from any such dispositions and (b) the Company' s and our subsidiaries' ability to raise debt or certain equity capital to be used to repay our indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our indebtedness. If we cannot make scheduled payments on our debt, it will be in default and, as a result, holders of our outstanding debt could declare all outstanding principal and interest to be due and payable, the lenders under the Credit Agreement could terminate their commitments to loan money, our secured lenders could foreclose against the assets securing such borrowings and we could be forced into bankruptcy or liquidation. Our indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations thereunder. As of December 31, ~~2022~~ **2023** , we had approximately $ 400. 0 million of total indebtedness, and approximately $ ~~344~~ **339** . ~~3~~ **9** million of additional borrowings were available and undrawn under the Revolving Credit Agreement (as defined below). We also have other contractual obligations and currently pay a regular quarterly dividend of $ 0. 08 per share, or approximately $ 4. 0 million in the aggregate per quarter. Our debt level could have significant consequences on future operations and financial position. For example, it could: ▪ Negatively affect our ability to pay principal and interest on our debt; ▪ Increase our vulnerability to general adverse economic and industry conditions; ▪ Limit our ability to fund future capital expenditures and working capital, to engage in future acquisitions or development activities, or to otherwise realize the value of our assets and opportunities fully because of the need to dedicate a substantial portion of our cash flow from operations to payments of interest and principal or to comply with any restrictive terms of our debt; ▪ Limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; ▪ Impair our ability to obtain additional financing or to refinance our indebtedness in the future; ▪ Place us at a competitive disadvantage compared to our competitors that may have proportionately less debt; and ▪ Impact our ability to continue to fund a regular quarterly dividend. International operations are subject to increased risks, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our ability to manage our business and conduct operations internationally is subject to a number of risks, including the following: ▪ **Economic and political instability, including international conflicts, war, acts of terrorism, or the threat thereof, political or labor unrest, civil unrest, riots, or insurrections; ▪ Public health crises, including the spread of a contagious disease, pandemics or epidemics, quarantines or shutdowns related to** public health crises ~~, including the spread of a contagious disease, such as the COVID- 19 pandemic (or other future pandemics or epidemics), quarantines or shutdowns related to public health crises~~ and other catastrophic events ~~; ▪ economic and political instability, including international conflicts, war, acts of terrorism, or the threat thereof, political or labor unrest, civil unrest, riots, or insurrections~~ ; ▪ Challenges caused by distance, language and cultural differences and by doing business with foreign agencies and governments; ▪ Uncertainty regarding liability for services and content; ▪ Currency exchange rate fluctuations and our ability to manage these fluctuations; ▪ Foreign exchange controls that might prevent us from repatriating cash earned outside the U. S.; ▪ Import and export requirements that may prevent us from shipping products or providing services to a particular market and may increase our operating costs; ▪ Potentially adverse tax consequences; and ▪ Different expectations regarding working hours, work culture and work- related benefits. Compliance with complex foreign and U. S. laws and regulations that apply to international operations may increase our cost of doing business and could expose us or our employees to fines, penalties and other liabilities. These numerous and sometimes conflicting laws and regulations include import and export requirements, content requirements, trade restrictions, tax laws, environmental laws and regulations, sanctions, internal and disclosure control rules, data privacy requirements, labor relations laws, and U. S. laws such as the Foreign Corrupt Practices Act and substantially equivalent local laws prohibiting corrupt payments to governmental officials and / or other foreign persons. Any violation of the laws and regulations that apply to our operations and properties could result in, among other consequences, fines, environmental and other liabilities, criminal sanctions against us, our officers or our employees, and prohibitions on our ability to offer our products and services to one or more countries. Such consequences could materially damage our reputation, brand, business, efforts to diversify our business, ability to attract and retain employees, financial condition, cash flows, and results of operations. Failure to meet environmental,social and governance (“ ESG ”) expectations or standards or to achieve our ESG goals could result in legal and regulatory proceedings against us and materially adversely affect our business,reputation,financial condition,cash flows and results of operations.We make statements about our ESG goals and initiatives through information provided on our website,press statements and other communications,including through our Corporate Responsibility Report.Our publicly announced goals,commitments and targets,which we may refine or expand further in the future,reflect our current plans and aspirations and are not guarantees that we will be able to achieve them.Responding to these ESG considerations and implementation of these goals and initiatives involves risks and uncertainties,requires investments and are impacted by factors that may be outside our control.Such risks and uncertainties include:▪ Reputational harm,including damage to our relationships with customers,suppliers,investors,governments or other stakeholders ; ▪ Adverse impacts on our ability to sell and manufacture products ; ▪ The success of our collaborations with third parties ; ▪ Increased risk of litigation,investigations or regulatory enforcement action ; ▪ Unfavorable ESG ratings or investor sentiment ; ▪ Diversion of resources and increased costs to control,assess and report on ESG metrics ; ▪ Our ability to achieve our goals,commitments and targets within the timeframes announced ; ▪ Access to and increased cost of capital ; and ▪ Adverse impacts on our stock price.In addition,some stakeholders may disagree with our goals and initiatives and the focus of stakeholders may change and evolve over time.Stakeholders also may have very different views on where ESG focus should be placed,including differing views of regulators in various jurisdictions in which we operate.Any failure,or perceived failure,to achieve our goals,further our initiatives,adhere to our public statements,comply with federal,state or international ESG laws and regulations or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us and materially adversely affect our business,reputation,financial condition,cash flows and results of operations. Provisions of the New Senior Notes could discourage a potential future acquisition of us by a third party. Certain provisions of the New Senior Notes could make it more difficult or more expensive for a third party to acquire us. Upon the occurrence of certain transactions constituting a fundamental change, holders of the New Senior Notes will have the right, at their option, to require us to repurchase all of their New Senior Notes, as applicable, or any portion of the principal amount of such New Senior Notes, as applicable. In addition, the indentures governing the New Senior Notes prohibit us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the New Senior Notes. These and other provisions of the New Senior Notes could prevent or deter a third party from acquiring us even where the acquisition could be beneficial to our stockholders. Our New Senior Notes indenture and Credit Agreement contain restrictive covenants that, if breached, could limit our financial and operating flexibility and subject us to other risks. Our New Senior Notes indenture and Credit Agreement include customary covenants limiting our ability to, among other things, pay cash dividends, incur debt or liens, redeem or repurchase stock, enter into transactions with affiliates, merge, dissolve, repay subordinated indebtedness, make investments and dispose of assets. As required under our Credit Agreement, we are required to maintain a minimum fixed charge coverage ratio of not less than 1. 0 to 1. 0 as of the end of any period of 12 fiscal months when excess availability under the facility is less than the greater of (a) 10 % of the lesser of (i) the total revolving commitments and (ii) the borrowing base (such lesser amount, the “ Line Cap ”) and (b) $ 25 million. If availability under the Credit Agreement is less than the greater of (i) 10 % of the Line Cap and (ii) $ 25 million for three consecutive business days, if there exists an event of default, amounts in any of the Borrowers’ and the Guarantors’ deposit accounts (other than certain excluded accounts) will be transferred daily into a blocked account held by the Agent and applied to reduce the outstanding amounts under the facility. As of December 31, ~~2022~~ **2023** , we believe we are in compliance with the provisions of our New Senior Notes indenture and our Credit Agreement. Our ability to comply with the various terms and conditions in the future may be affected by events beyond our control, including prevailing economic, financial and industry conditions. Risks Related to an Investment in Our Common Stock Our common stock has experienced, and may continue to experience, price and trading volume volatility. The trading price and volume of our common stock has been and may continue to be subject to large fluctuations. The market price and volume of our common stock may increase or decrease in response to a number of events and factors, including: ▪ Trends in our industry and the markets in which we operate; ▪ Changes in the market price of the products we sell; ▪ The introduction of new technologies or products by us or by our competitors; ▪ Changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors; ▪ Operating results that vary from the expectations of securities analysts and investors; ▪ Announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures, financings or capital commitments; ▪ Changes in laws and regulations; ▪ Any announcement that we plan to issue additional equity to the public; ▪ General economic and competitive conditions; and ▪ Changes in key management personnel. This volatility may adversely affect the prices of our common stock regardless of our operating performance. To the extent that the price of our common stock declines, our ability to raise funds through the issuance of equity or otherwise use our common stock as consideration will be reduced. These factors may limit our ability to implement our operating and growth plans. Also, shareholders may from time to time engage in proxy solicitations, advance shareholder proposals or otherwise attempt to effect changes or acquire control over the Company. Such shareholder campaigns could disrupt **our** ~~the Company' s~~ operations and divert the attention of **our** ~~the Company' s~~ Board of Directors and senior management and employees from the pursuit of business strategies and adversely affect **our** ~~the Company' s~~ results of operations, cash flows and financial condition.