Risk Factors Comparison 2024-02-15 to 2023-02-16 Form: 10-K

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Investors should carefully consider the risks, uncertainties, and other factors described below, as well as other disclosures in this report, including Management' s Discussion and Analysis of Financial Condition and Results of Operations, because they could have a material adverse effect on our business, financial condition, operating results, cash flows, and growth prospects. These risks are not the only risks we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial. No priority or significance is intended by, nor should be attached to, the order in which the risk factors appear. General Business and Industry Risks The Company is vulnerable to the potential difficulties associated with the increase in the complexity of our business. We have ~~grown rapidly~~ **expanded operations and customer offerings** over the last several years both organically and through acquisitions. This ~~growth~~ has caused increased complexities in the business. We believe our future success depends in part on our ability to manage our growth and increased complexities of our business. The following factors could present difficulties to us: • Managing our distribution channel partners and end- user customers; • Managing our contract manufacturing and supply chain; • Manufacturing an increased number of products; • Developing and managing custom solutions offerings; • Managing parties to whom we have outsourced portions of our business operations; • Managing administrative and operational burdens; • Managing stakeholder interests including customer, investor and employee social responsibility matters; • Maintaining and improving information technology infrastructure to support growth **and to manage cyber security threats** ; • Managing the integration of acquisitions; • Managing logistical problems common to complex, expansive operations; • Managing our international operations **; • Managing the cost of labor including any union organizing efforts and our responses to such efforts** ; and • Attracting, developing and retaining individuals with the requisite technical expertise to develop new technologies and introduce new products and solutions. Inability to consummate future acquisitions at appropriate prices could negatively impact our growth rate and stock price. Our ability to expand revenues, earnings, and cash flow depends in part upon our ability to identify and successfully acquire and integrate businesses at appropriate prices and to realize anticipated synergies. Acquisitions can be difficult to identify and consummate due to competition among prospective buyers and the need to satisfy applicable closing conditions and obtain antitrust and other regulatory approval on acceptable terms. Macroeconomic factors, such as rising inflation and interest rates, capital market volatility, etc., could negatively influence our future acquisition opportunities. The Company could encounter difficulties in any acquisition it undertakes, including unanticipated integration problems and business disruption. Acquisitions could also dilute stockholder value and adversely affect operating results. We may acquire or make investments in businesses, technologies, services, products, or solutions. An acquisition may present business issues which are new to us. The process of integrating any acquired business, technology, service, product, or solution into our operations may result in unforeseen operating difficulties and expenditures. Integration of an acquired company also may consume considerable management time and attention, which could otherwise be available for ongoing operations and the further development of our existing business. These and other factors may result in benefits of an acquisition not being fully realized. Acquisitions also may involve a number of risks, including, but not limited to: • Difficulties and uncertainties in retaining the customers, distributors, vendors, or other business relationships from the acquired entities; • The loss of key employees of acquired entities; • Disruptions in our business due to difficulties integrating and reorganizing operations, products, technologies and personnel; • The ability of acquired entities to fulfill their customers' obligations; • The inheritance of known, and the discovery of unknown, issues or liabilities; • Pre- closing and post- closing acquisition- related earnings charges could adversely impact operating results and cash flows in any given period, and the impact may be substantially different from period to period; • The failure of acquired entities to meet or exceed expected operating results or cash flows could result in impairment of goodwill or intangible assets acquired; • The ability to implement internal controls and accounting systems necessary to be compliant with requirements applicable to public companies subject to SEC reporting, which could result in misstated financial reports; and • Future acquisitions could result in changes such as potentially dilutive issuances of equity securities and the incurrence of debt and contingent liabilities. The Company may not be able to continue to develop products or solutions to address user needs effectively ~~in an industry characterized by ongoing change~~ . To be successful, we must adapt to rapidly changing technological and application needs by continually improving our products and solutions, as well as introducing new products, solutions, and services, to address user demands. The Company' s industry is ~~characterized~~ **impacted** by: • Evolving industry standards; • Frequent new product, solution, and service introductions; • Evolving distribution channels; • Increasing demand for customized product and software solutions; • Changing customer demands; and • Changing security protocols. Future success will depend on our ability to effectively and economically adapt in this evolving environment. We could incur substantial costs if we must modify our business to adapt to these changes, and may even be unable to adapt to these changes. The Company participates in a competitive industry, which may become more competitive. Competitors may be able to respond more quickly to new or emerging technology and changes in customer requirements. The markets that we serve are rapidly evolving and highly competitive. Some of our products, solutions and services are in direct competition with similar or alternative products, solutions and services provided by our competitors. In addition, we often compete with local competitors that may have a substantial advantage in attracting customers in their countries due to more established branding in that country, greater knowledge with respect to the tastes and preferences of customers residing in that country or their focus on a single market. Because of the potential for consolidation in any market, such competitors may become larger, and increased size could permit them to operate in wider geographic areas. To remain competitive, we believe we must continue to effectively and economically:

• Identify and evolve with customer needs, emerging technologies, and industry trends; • Monitor disruptive technologies and business models; • Innovate, develop and timely commercialize new technologies, solutions, and services; • Competitively price our products, solutions and services; • Offer superior customer service; • Provide products and solutions of high quality and reliability; • Provide dependable and efficient distribution networks; and • Attract, retain and develop employees with technical expertise and an understanding of our industry and customer needs. We cannot assure that we will be able to compete successfully against current or future competitors or technologies. Current or future competitors are likely to continue to develop and introduce new and enhanced products, solutions and services that could cause a decline in market acceptance of our products, solutions or services, or result in the loss of major customers. Increased competition in our industry may result in price reductions, lower gross profit margins, and loss of market share, and could require increased spending on research and development, sales and marketing, and customer support. In addition, we may not be able to effectively anticipate and react to new entrants in the marketplace competing with our products, solutions or services. Further, as we expand into markets beyond our core products, we may face well established competitors, placing us at a disadvantage in a new competitive landscape. Some competitors may make strategic acquisitions or establish cooperative relationships with suppliers or companies that produce complementary products and solutions, which may create additional pressures on our competitive position in the marketplace. An inability to compete successfully could have an adverse effect on our business and results of operations. Operational Risks The Company has substantial operations and sells a significant portion of our products, solutions and services outside of the U. S. and purchases important components, including final products, from suppliers located outside the U. S., many of whom with operations concentrated in China. Shipments to non- U. S. customers are expected to continue to account for a material portion of Net sales. We also expect to continue the use of third- party contract manufacturing services with non- U. S. production and assembly operations for our products. Risks associated with operations, sales, and purchases ~~outside the United States~~ include: • Fluctuating foreign currency rates could restrict sales, increase costs of purchasing, and affect collection of receivables outside of the U. S.; • Volatility in foreign credit markets may affect the financial well- being of our customers and suppliers; • Violations of anti- corruption laws, including the Foreign Corrupt Practices Act and the U. K. Bribery Act, could result in large fines and penalties; • **Geopolitical turmoil, including popular uprisings, regional conflicts, terrorism and war could limit or prohibit our ability to transfer certain technologies, to sell our products and solutions, and could result in additional closure of facilities in sanctioned countries (e. g., the ongoing military conflicts between Russia and Ukraine and Israel and Hamas, and changes in China- Taiwan and U. S.- China relations); •** Adverse changes in, or uncertainty of, local business laws or practices, including the following: • Imposition of burdensome tariffs, quotas, taxes, trade barriers, or capital flow restrictions; • Restrictions on the export or import of technology may reduce or eliminate the ability to sell in, or purchase from, certain markets; • Political and economic instability **and uncertainty** may reduce demand for our products or put our assets at risk; • Limited intellectual property protection in certain countries may limit recourse against infringement on our products or may cause us to refrain from selling in certain geographic territories; • Staffing may be difficult including higher than anticipated turnover; • A government- controlled exchange rate and limitations on the convertibility of currencies, including the Chinese Yuan; • Transportation delays and customs related delays may affect production and distribution of our products; • ~~Geopolitical uncertainty or turmoil could negatively affect our operations or those of our customers or suppliers; •~~ Difficulty in effectively managing and overseeing operations that are distant and remote from corporate headquarters; and • Integration and enforcement of laws varies significantly among jurisdictions and may change over time. The war between Russia and Ukraine and the global response to this war could have an adverse impact on our business and results of operations. On March 5, 2022, we suspended our business operations in Russia. While this suspension has not had, and is not expected to have, a material impact on our operating results, it is not possible to predict the broader or long- term consequences of the war between Russia and Ukraine, which may include further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, cybersecurity conditions, currency exchange rates, financial markets and energy markets. Such geopolitical instability and uncertainty could have a negative impact on our ability to sell and ship products, collect payments from and support customers in certain regions, and could increase the costs, risks and adverse impacts from supply chain and logistics challenges. Third parties may allege that the Company or our suppliers infringe upon their intellectual property rights. Periodically, third parties claim that we or our suppliers infringe upon their intellectual property rights. As we continue to expand our business and incorporate new technologies into our products and solutions, these types of claims may increase. Any of these claims, with or without merit, could result in costly litigation and divert the attention of key personnel. To the extent a violation of a third party' s patent or other intellectual property right is established, we may be prevented from operating our business as planned and we may be required to pay costly judgments or settlements, enter into costly licensing arrangements or use a non- infringing method to accomplish our business objectives, any of which could have a negative impact on our operating margins. See Item 3, Legal Proceedings for additional information regarding current patent litigation. The inability to protect intellectual property could harm our reputation, and our competitive position may be materially damaged. Our intellectual property is valuable and provides us with certain competitive advantages. We use copyrights, patents, trademarks, trade secrets, and contracts to protect these proprietary rights. Despite these precautions, third parties may be able to copy or reproduce aspects of our intellectual property and our products or, without authorization, to misappropriate and use information we regard as trade secrets. Additionally, the intellectual property rights we obtain may not be sufficient to provide us with a competitive advantage and may be successfully challenged, invalidated, circumvented, or infringed. In any infringement litigation that the Company may undertake to protect our intellectual property, any award of monetary damages may be unlikely or very difficult to obtain, and any such award we may receive may not be commercially valuable. Furthermore, efforts to enforce or protect our proprietary rights may be ineffective and could result in the invalidation or narrowing of the scope of our intellectual property and may cause us to incur substantial litigation costs. Because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of the Company' s confidential information could be compromised by disclosure during this type of litigation. Some aspects of our business and services also rely on technologies, software, and content developed by or licensed from third parties, and we may not be able to maintain our relationships with such third parties or enter into similar relationships in the future on reasonable terms or at all. We currently use third- party and / or open source operating systems and associated application ecosystems in certain of our products and solutions. Such parties ceasing continued development of the operating systems or restricting our access to such operating systems could adversely impact our business and financial results. We are dependent on third- parties' continued development of operating systems, software application ecosystem infrastructures, and such third- parties' approval of our implementations of their operating systems and associated applications. If such parties cease to continue development or support of such operating systems or restrict our access to such operating systems, we would be required to change our strategy for such devices. Our financial results could be negatively impacted by a resulting shift away from the operating systems we currently use and the associated applications ecosystem could be costly and difficult. A strategy shift could increase the burden of development on the Company and potentially create a gap in our portfolio for a period of time, which could competitively disadvantage us. Some aspects of our business and services also rely on technologies, software, and content developed by or licensed from third parties, and we may not be able to maintain our relationships with such third parties or enter into similar relationships in the future on reasonable terms or at all. **Emerging issues related to the development and use of artificial intelligence (" AI ") could give rise to legal or regulatory action, damage our reputation or otherwise materially harm our business. Our development and use of AI technology in our products and operations remains in the early phases. While we aim to develop and use AI responsibly and attempt to mitigate ethical and legal issues presented by its use, we may ultimately be unsuccessful in identifying or resolving issues before they arise. AI technologies are complex and rapidly evolving and the technologies that we develop or use may ultimately be flawed. Moreover, AI technology is subject to rapidly evolving domestic and international laws and regulations, which could impose significant costs and obligations on the company. For example, in 2023 the Biden Administration issued a new, executive order on safe, secure and trustworthy AI and the EU introduced the AI Act to establish rules for providers and users. Emerging regulations may pertain to data privacy, data protection, and the ethical use of AI, as well as clarifying intellectual property considerations. Our use of AI could give rise to legal or regulatory action, increased scrutiny or liability, damage our reputation, or otherwise materially harm our business.** Cybersecurity incidents could disrupt business operations **. New technologies and systems being installed with the intent of advancing capabilities and processing efficiencies may introduce new risks which could outpace the organization' s ability to properly identify, assess and address such risks. Further, new business models that rely heavily on global digitization, use of the cloud, big data, mobile and social media expose the organization to even more cyber- attacks** . We rely on information technology systems throughout the Company to keep financial records, process orders, manage inventory, coordinate shipments to distributors and customers, maintain confidential and proprietary information, and other technical activities, and operate other critical functions such as internet connectivity, network communications, and email. The Company stores confidential and proprietary information through cloud- based services that are hosted by third parties where we have less influence over security protocols. In addition, our customers may use certain of our products and solutions to transmit and / or process personal data and other sensitive information. Like many companies, we continually strive to meet industry information security standards relevant to our business. We periodically perform vulnerability assessments, remediate vulnerabilities, review log / access, perform system maintenance, manage network perimeter protection, implement and manage disaster recovery testing, and provide periodic educational sessions to our employees to foster awareness of schemes to access sensitive information. Despite our implementation of a variety of security controls and measures, as well as those of our third- party vendors, there is no assurance that such actions will be sufficient to prevent a cybersecurity incident. Further, as cybercrime and threats continue to rapidly evolve and become increasingly more difficult to detect and defend against, our current security controls and measures may not be effective in preventing cybersecurity incidents and we may not have the capabilities to detect certain vulnerabilities. A cybersecurity incident could include an attempt to gain unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Phishing and other types of attempts to obtain unauthorized information or access are often sophisticated and difficult to detect or defeat. Cybersecurity incidents can take a variety of forms including, unintentional events as well as deliberate attacks by individuals, groups and sophisticated organizations, such as state sponsored organizations or nation- state actors. Further, certain of our third party vendors have limited access to our employee and customer data and may use this data in unauthorized ways. Any such cybersecurity incident or misuse of our employees' or customers' data may lead to a material disruption of our core business systems, the loss or corruption of confidential business information, and / or the disclosure of personal data that in each case could result in an adverse business impact as well as possible damage to our brand. This could also lead to a public disclosure or theft of private intellectual property and a possible loss of customer confidence. While we have experienced and expect to continue to experience these types of threats and incidents, there have been no material incidents incurred to- date at the Company. If our core business operations, or that of one of our third- party service providers, were to be breached, this could affect the confidentiality, integrity, and availability of our systems and data. Any failure on the part of us or our third- party service providers to maintain the security of data we are required to protect, including via the penetration of our network security and the misappropriation of confidential and proprietary information, could result in: business disruption; damage to our reputation; financial obligations to third parties; fines, penalties, regulatory proceedings; private litigation with potentially large costs; deterioration in our suppliers', distributors', and customers' confidence in us; as well as other competitive disadvantages. Such failures to maintain the security of data could have a material adverse effect on our business, financial condition, and results of operations. While we continue to perform security due diligence, there is always the possibility of a significant breach. **In addition, any failure on the part of one of our contract manufacturers, distributors or resellers to maintain the security of its systems or data, including via the penetration of their network security or ransomware, could**

result in business disruption to us and damage to our reputation. Any threats or security breaches to our systems may negatively impact our customers. Our products and solutions that are deployed in customer environments also have the possibility of being breached, which could result in disclosure of a customer’ s confidential information, or disrupt the availability of the customer’ s data and systems. Further, our customers may fail to adopt adequate security controls and measures, or may fail to timely update their products and solutions to install or enable security patches, which may result in a security breach. The market perception of the effectiveness of our products and our reputation could also be harmed as a result of any actual or perceived security breach that occurs in our network or in the network of a customer of our products, regardless of whether the breach is attributable to our products, the systems of other vendors or to actions of malicious parties. It is possible that such a breach, or a perceived breach, could result in delays in, or loss of market acceptance of, our products, solutions or services; diversion of our resources; injury to our reputation; theft or misuse of our intellectual property or other assets; increased service and warranty expenses; and payment of damages. To date, we have had no material incidents related to the security of our products or solutions. Further, strategic customers may negotiate specific controls and we may incur additional costs to comply with such customer- specific controls. Although we maintain insurance related to cybersecurity risks, there can be no assurance that our insurance will cover the particular cyber incident at issue or that such coverage will be sufficient. We may incur liabilities as a result of product failures due to actual or apparent design or manufacturing defects. We have been subject to product liability claims, and may continue to be subject to such claims, including claims for property or economic damages or personal injury, where damages arose, and may continue to arise, from our products as a result of actual or apparent design or manufacturing defects. In addition, such design or manufacturing defects may occur not only in our own designed products, but also in components provided by third- party suppliers. We seek to limit such risk through insurance protection as well as product design, manufacturing quality control processes, product testing and contractual indemnification from suppliers. Although there have been no material claims to- date at the Company, due to the growing size of the Company’ s installed product base and growing number of applications in which our products can be used, an actual or alleged design or manufacturing defect could result in product recalls, injury to our reputation, and customer service costs or legal costs that could have material adverse effects on our financial results. Defects or errors in the Company’ s software products could harm our reputation, result in significant cost to us, and impair our ability to market such products. Our software may contain undetected errors, defects, or bugs. Although we have not suffered significant harm from any errors, defects, or bugs to date, we may discover significant errors, defects, or bugs in the future that we may not be able to correct or correct in a timely manner. Any future errors, defects, or bugs found in our software products and related services may result in delays in, or loss of market acceptance of, our products, solutions or services; diversion of resources; injury to reputation; increased service and warranty expenses; and payment of damages; which could have a material adverse effect on our financial results. Our business success depends on our ability to attract, retain, develop and motivate key personnel. Our business and results of operations could be adversely affected by increased competition for highly skilled employees, higher employee turnover, or increased compensation and benefit costs. The future success of the Company is substantially dependent on the continued services and contributions of key personnel, including senior management and other highly skilled employees. The experience, industry knowledge, and skill sets of our employees materially benefit our operations and performance, and the ability to attract, retain, develop, and motivate highly skilled employees is important to our long- term success. Skilled employees in our industry are in high demand and competition for their experience and skill sets is intense. The incentives and benefits we have available to attract, retain, and motivate employees may become less effective as employees seek new or different opportunities based on factors such as compensation, benefits, mobility, and flexibility that are different from what we offer. Although we strive to be an employer of choice, we may not be able to continue to successfully attract, retain, develop, or motivate key personnel in the future. Any disruption in the services of key personnel may have a material adverse effect on our business and results of operations. A natural disaster, widespread public health issue, civil unrest, or man- made disaster may cause supply disruptions that could adversely affect our business and results of operations. Natural disasters or widespread public health issues, including pandemics, may occur in the future and the Company is not able to predict to what extent or duration any such disruptions will have on our ability to maintain ordinary business operations. The Company’ s operations and facilities are subject to catastrophic loss due to fire, flood, terrorism, or other natural or man- made disasters. If any of our facilities were to experience a catastrophic loss, it could disrupt our operations, delay production, shipments and revenue, and result in large expenses to repair or replace the facility. Following an interruption to our business, the Company could require substantial recovery time, experience significant expenditures to resume operations, and lose significant sales. If such a disruption were to occur, we could breach agreements, our reputation could be harmed, and our business and operating results could be adversely affected. The consequences of a natural disaster or widespread public health issue may have a material adverse effect on our business and results of operations. ~~The effects of~~ **Global health crises, such as** the COVID- 19 pandemic **,** have **had** ~~and~~ - **an** ~~may continue to~~ **impact on our supply chain and could have a material impact on our global operations, our customers and our vendors, which could** adversely ~~affect~~ **impact** our business ~~,~~ **results and** financial **condition. Global health crises could have a material impact on our global operations, our employees, our customers and our vendors, which could adversely impact our business** results ~~,~~ and **financial conditions** ~~results of operations~~ . ~~The coronavirus (“~~ **For example, the continued evolution of** COVID- 19 ~~”) pandemic has been,~~ and **its** ~~continues to be, complex and rapidly evolving, and has impacted our business, with prior impacts primarily related to supply chain disruption (including higher fulfillment costs and component shortages) and labor constraints. The duration and extent of the impact of the COVID- 19 pandemic on our business, operations and financial results depends on factors that cannot be accurately predicted at this time, such as the severity and transmission rate of COVID- 19, the emergence of new~~ variants ~~of the virus~~ , ~~the length of the pandemic, and the impact of these and other factors on our stakeholders. The U. S. federal, state, and local governments~~ as well as **periodic spikes in infection rates, local outbreaks** ~~non~~ - **on our sites** ~~- U. S. governments, to varying degrees, have imposed, and may again impose, several protocols~~

~~and regulations restricting activities of individuals in an effort to limit the spread of COVID- 19. Over the course of the pandemic we have implemented a number of measures in an effort to protect the health and well- being of our~~ - **or** ~~employees, customers and suppliers~~ - **supplier** , **customer or vendor sites** ~~including having the majority of office workers work remotely during the height of the pandemic and gradually returning to offices as restrictions are lifted~~ , **in spite of** ~~limiting employee travel where appropriate, and implementing more strenuous health and~~ safety measures ~~for~~ - **or vaccinations** ~~hosting and attending in- person industry events. We continue to allow our employees to come back to work in our offices in a controlled approach~~ , ~~with modified business practices and increased health and safety protocols, consistent with government regulations and guidelines. However, there is no guarantee that such protocols will be successful in preventing the spread of COVID- 19 amongst our employees, and even as employees return to our offices, we may be prevented from conducting business activities at full capacity for an indefinite period of time. The extent and duration of future workplace restrictions and limitations, particularly in sites with significant headcount,~~ could ~~adversely impact~~ **cause disruptions to** our operations ~~and our~~ - **or** ~~ability to execute on strategic imperatives~~ **those of our suppliers, customers** ~~for~~ - **or vendors** ~~our business~~ . **Pandemic** ~~The potential negative effects to our operations, including reductions in production levels, research and development activities, and increased efforts to mitigate the impact of COVID- 19, may adversely affect our ability to deliver our products, solutions and services. Further, the~~ conditions **could** ~~caused by COVID- 19 have affected, and may continue to affect, the overall demand environment for our products, solutions and services. The level of demand for certain product components has resulted in, and may continue to result in, lengthened~~ lead ~~times and higher input costs, including freight. This has impacted, and may continue~~ to ~~impact, our ability to meet customer demand as well as profitability. An inability to meet customer demand may also adversely affect our customers' ability or willingness to purchase our products, solutions or services. Additionally, our financial results may be adversely impacted by challenges in the macroeconomic environment, including market inflation, as a result of~~ global supply chain ~~shortages~~ **challenges, which could adversely impact our ability to procure certain components and could impact our ability to manufacture products and cause delays in delivery of our products and / or solutions to our customers** . ~~If COVID~~ **As new variants of viruses appear, especially variants that are more easily spread, cause more serious outcomes, or are resistant to existing vaccines, new health orders and safety protocols could further impact our on** - ~~19~~ **site operations and** ~~or~~ **our ability to manufacture, ship** ~~its variants become more prevalent in the locations where our~~ - **or deliver products and solutions to** customers ~~, suppliers,~~ **. These factors could materially and negatively impact** ~~or~~ **our** ~~we conduct~~ business **results** , ~~we may experience more pronounced disruptions in our~~ operations ~~. If we are not able to respond to and manage the impact of such events effectively~~ , **revenue** ~~our business and results of operations in future periods may be adversely affected. Moreover~~ , **growth and overall** ~~the impacts of the COVID- 19 pandemic may exacerbate other pre- existing risks, such as global economic conditions, political, regulatory, social,~~ financial **condition** ~~, operational and cybersecurity as well as similar risks relating to our suppliers and customers, any of which could have a material adverse effect on our business~~ . We are exposed to risks under large, multi- year system and solutions and services contracts that may negatively impact our business. We enter into large, multi- year system and solutions and services contracts with our customers that expose us to risks, including among others: (i) technological risks, especially when contracts involve new technology; (ii) financial risks, including the accuracy of estimates inherent in projecting costs associated with large, long- term contracts and the related impact on operating results; and (iii) cybersecurity risks, especially in solutions or managed services contracts with customers that process personal data. Recovery of front- loaded costs incurred on long- term managed services and software- based solutions contracts with customers is dependent on the continued viability of such customers. The insolvency of customers could result in a loss of anticipated future revenue attributable to that program or product, which could have an adverse impact on our profitability. We enter into fixed- price contracts that could subject us to losses in the event we fail to properly estimate our costs. If our initial cost estimates are incorrect, we can lose money on these contracts. Because many of these contracts involve new technologies and applications and require the Company to engage subcontractors and can last multiple years, unforeseen events, such as technological difficulties, fluctuations in the price of raw materials, problems with our subcontractors or suppliers, and other cost overruns, can result in the contract pricing becoming less favorable or even unprofitable to us and have an adverse impact on our financial results. In addition, a significant increase in inflation rates could have an adverse impact on the profitability of longer- term contracts. We utilize the services of subcontractors to perform under many of our contracts, and the inability of our subcontractors to perform in a timely and compliant manner could negatively impact our performance obligations as the prime contractor. We engage subcontractors on many of our contracts and our use of subcontractors has and may continue to increase as we expand our global solutions and services business. Our subcontractors may further subcontract performance and may supply third- party products and software. We may have disputes with our subcontractors, including disputes regarding the quality and timeliness of work performed by a subcontractor and the functionality, warranty and indemnities of products, software, and services supplied by a subcontractor. We are not always successful in passing along customer requirements to our subcontractors, and thus in some cases may be required to absorb contractual risks from our customers without corresponding back- to- back coverage from our subcontractors. Our subcontractors may not be able to acquire or maintain the quality of the materials, components, subsystems, and services they supply, or secure preferred warranty and indemnity coverage from their suppliers, which might result in greater product returns, service problems, warranty claims and costs, and regulatory compliance issues and could harm our business, financial condition, and results of operations. We have outsourced portions of certain business operations such as repair, distribution, engineering services, and information technology services and may outsource additional business operations, which limits our control over these business operations and exposes us to additional risk as a result of the actions of our outsource partners. We are not able to directly control certain business operations that we outsource. Our outsource partners may not prioritize our business over that of their other customers and they may not meet our desired level of service, cost reductions, or other metrics. In some cases, our outsource partners' actions may result in our being found to be in violation of laws or regulations, such as import or export regulations. As many of our outsource partners operate outside of the U. S., our outsourcing activity exposes us to information security vulnerabilities and increases our global risks. In addition, we are exposed to the financial viability of our outsource partners. Once a business activity is outsourced, we may be contractually prohibited from, or may not practically be able to, bring such activity back within the Company or move it to another outsource partner. The actions of our outsource partners could result in reputational damage to us and could negatively impact our financial results. Further, we have from time- to- time, and in certain instances will continue to, transition our outsourced operations to new service providers and / or to different geographies. Such transition activities between new or existing outsource partners or across different geographies, as well as insourcing activities, could result in additional cost, time and management attention in order to effectively manage the transition, which could negatively impact our financial results. Failure of our suppliers, subcontractors, distributors, resellers, and representatives to use acceptable legal or ethical business practices could negatively impact our business. It is our policy to require suppliers, subcontractors, distributors, resellers, and third- party sales representatives (" TPSRs ") to operate in compliance with applicable laws, rules, and regulations, including those regarding working conditions, employment practices, environmental compliance, anti- corruption, and trademark and copyright licensing. However, we do not control their labor and other business practices. If one of our suppliers, subcontractors, distributors, resellers, or TPSRs violates labor or other laws or implements labor or other business practices that are regarded as unethical, the shipment of finished products to us could be interrupted, orders could be canceled, relationships could be terminated, and our reputation could be damaged. If one of our suppliers or subcontractors fails to procure necessary license rights to trademarks, copyrights, or patents, legal action could be taken against us that could impact the salability of the Company' s products and solutions, and expose us to financial obligations to a third- party. Any of these events could have a negative impact on our sales and results of operations. We rely on third- party dealers, distributors, and resellers to sell many of our products, services and solutions, and their failure to effectively bring our products, services and solutions to market may negatively affect our results of operation and financial results. In addition to our own sales force, we offer our products, services and solutions through a variety of third- party dealers, distributors, and resellers who may also market other products, services and solutions that compete with ours. Failure of one or more of our third- party dealers, distributors, or resellers to effectively promote our offerings could affect our ability to bring products, services and solutions to market and have a negative impact on our results of operations. Any changes to our channel program may cause some of our third- party dealers, distributors, or resellers to exit the program due to modifications to the program structure, which may reduce our ability to bring products and solutions to market and could have a negative impact on our results of operations **. Third- party dealers, distributors or resellers could also face additional costs or credit concerns resulting from an uncertain economic environment that would cause such parties to reduce purchases of our products, thereby causing a negative impact on our financial results** . Some of these third- parties are smaller and more likely to be impacted by a significant decrease in available credit that could result from a weakness in the financial markets. If credit pressures or other financial difficulties result in insolvency for third- party dealers, distributors, or resellers and we are unable to successfully transition end- customers to purchase our products and solutions from other third- parties or from us directly, it may cause, and in some cases, has caused, a negative impact on our financial results. Final assembly of certain of our products is performed by third- party electronics manufacturers. We may be dependent on these third- party electronics manufacturers as a sole- source of supply for the manufacture of such products. A failure by such manufacturers to provide manufacturing services to us as we require, or any disruption in such manufacturing services up to and including a catastrophic shut- down, may adversely affect our business results. Because we rely on these third- party electronics manufacturers to manufacture our products, we may incur increased business continuity risks. We are not able to exercise direct control over the assembly or related operations of certain of our products. If these third- party manufacturers experience business difficulties or fail to meet our manufacturing needs, then we may be unable to satisfy customer product demands, lose sales, and be unable to maintain customer relationships. Longer production lead times may result in shortages of certain products and inadequate inventories during periods of unanticipated higher demand. Without such third parties continuing to manufacture our products, we may have no other means of final assembly of certain of our products until we are able to secure the manufacturing capability at another facility or develop an alternative manufacturing facility. This transition could be costly and time consuming. We have taken actions to diversify, and may take additional actions to diversify in the future, our product sourcing footprint. Such actions have, and may again, result in additional costs. Our future operating results depend on our ability to purchase a sufficient amount of materials, parts, and components, as well as services and software to meet the demands of customers. We source some of our components from sole source suppliers. Any disruption to our suppliers or significant increase in the price of supplies, inclusive of transportation costs, **or change in customer demand** could have a negative impact on our results of operations. Our ability to meet customers' demands depends, in part, on our ability to obtain in a timely manner an adequate delivery of quality materials, parts, and components, as well as services and software from our suppliers, and our ability to deliver products, services and software to our customers. In addition, certain supplies are available only from a single source or limited sources and we may not be able to diversify sources in a timely manner. If demand for our products, solutions or services increases from our current expectations or if suppliers are unable or unwilling to meet our demand for other reasons, including as a result of natural disasters, public health issues, severe weather conditions, or financial issues, we could experience an interruption in supplies or a significant increase in the price of supplies that could have a negative impact on our business. We have experienced shortages in the past that have negatively impacted our results of operations and may experience such shortages in the future. At times we have and may continue to execute multi- year purchase commitments with suppliers that contain minimum spend thresholds, which we are obligated to fulfill even if customer demand declines, and may require that we purchase inventory that exceeds our forecasted demand. In addition, volatility in customer demand, product availability, and costs to transport products, may result in increased operating input costs **, elevated inventory levels, as well as inventory- related losses** . Also, credit constraints at our suppliers could cause us to accelerate payment of accounts payable by us, impacting our cash flow. In addition, our current contracts with certain suppliers may be canceled or not extended by such suppliers and, therefore, not afford us with sufficient protection against a reduction or interruption in supplies. Moreover, in the event any of these suppliers breach their contracts with us, our legal remedies associated with such a breach may be insufficient to compensate us for any damages it may suffer. Financial and Market Risks The impact of changes in customs duties and trade policies in the United States and corresponding actions by other countries in which the Company does business could adversely affect our financial performance. The Company currently imports a significant percentage of our products into the U. S., and an increase in customs duties with respect to these imports could negatively impact the Company' s financial performance. Although the Company has taken actions to diversify its product sourcing footprint, these efforts may not be sufficient to mitigate negative impacts on the Company' s financial performance resulting from an increase in customs duties. Taxing authority challenges may lead to tax payments exceeding current reserves. We are subject to, and may become subject to, ongoing tax examinations in various jurisdictions. As a result, we may record incremental tax expense based on expected outcomes of such matters. In addition, we may adjust previously reported tax reserves based on expected results of these examinations. Such adjustments could result in an increase or decrease to the Company' s effective tax rate and cash flows. Future changes in tax law in various jurisdictions around the world and income tax holidays could have a material impact on our effective tax rate, foreign rate differential, future income tax expense, and cash flows. Forecasting our estimated annual effective tax rate is complex and subject to uncertainty, and there may be material differences between our forecasted and actual tax rates. Forecasts of our income tax position and effective tax rate are complex, subject to uncertainty and periodic updates because our income tax position for each year combines the effects of a mix of profits earned and losses incurred by us in various tax jurisdictions with a broad range of income tax rates, as well as changes in the valuation of deferred tax assets and liabilities, the impact of various accounting rules and changes to these rules, the results of examinations by various tax authorities, and the impact of any acquisition, business combination, disposition or other reorganization, or financing transaction. As a multinational corporation, we conduct our business in many countries and are subject to taxation in many jurisdictions. The taxation of our business is subject to the application of multiple, and sometimes conflicting, tax laws and regulations, as well as multinational tax conventions. Many countries have recently adopted, or are considering the adoption of, revisions to their respective tax laws based on the on- going reports issued by the Organization for Economic Co- operation and Development (" OECD ") / G20 Base Erosion and Profit Shifting (" BEPS ") Project, which could materially impact our tax liability due to our organizational structure and significant operations outside of the U. S. Our effective tax rate is highly dependent upon the geographic distribution of our worldwide earnings or losses resulting from our structure and operating model, the tax regulations and tax holidays in each geographic region, and the availability of tax credits and carry- forwards. The application of tax laws and regulations is subject to legal and factual interpretation, judgment, and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, and the evolution of regulations and court rulings. Consequently, taxing authorities may impose tax assessments or judgments against us that could materially impact our tax liability and / or our effective income tax rate. Economic conditions and financial market disruptions may adversely affect our business and results of operations. Adverse economic conditions or reduced **and / or changes in the timing and amount of** information technology spending may negatively impact our business. General disruption of financial markets and a related general economic downturn **or uncertainty** could adversely affect our business and financial condition through a reduction in demand for our products, solutions or services by our customers. If a slowdown were severe enough, it could require further impairment testing and write- downs of goodwill and other intangible assets. Cost reduction actions **have been and** may be necessary ~~and might lead to~~ **in the future resulting in** restructuring charges **as well as changes in staffing levels which may strain our resources** . A tightening of financial credit **or increase in the cost of borrowing** could adversely affect our customers, suppliers, outsourced manufacturers, and channel partners (e. g., distributors and resellers) from obtaining adequate credit for the financing of significant purchases. An economic downturn could also result in a decrease in or cancellation of orders for our products, solutions and services; negatively impacting the ability to collect accounts receivable on a timely basis; result in additional reserves for uncollectible accounts receivable; and require additional reserves for inventory obsolescence. Higher volatility and fluctuations in foreign exchange rates for the U. S. Dollar against currencies such as the Euro, British Pound Sterling and Czech Koruna could negatively impact product sales, margins, and cash flows. It is important that we are able to obtain many different types of insurance, and if we are not able to obtain insurance or exhaust our coverage, we may be forced to retain the risk. We have many types of insurance coverage and are also self- insured for some risks and obligations. Our third- party insurance coverage varies from time to time in both type and amount depending on availability, cost and our decisions with respect to risk retention. Economic conditions and uncertainties in global markets may adversely affect the cost and other terms upon which we are able to obtain third- party insurance. In addition, our third- party insurance policies are subject to deductibles, policy limits, and exclusions that result in our retention of a level of risk on a self- insurance basis. Further, certain types of coverages may be difficult or expensive to obtain. We self- insure against certain business risks and expenses where we believe we can adequately self- insure against the anticipated exposure and risk or where insurance is either not deemed cost- effective or is not available. If the amount of our third- party insurance coverage is not available or adequate to cover all claims or liabilities, or to the extent we have elected to self- insure, we may be forced to bear substantial costs from an accident, incident, or claim. Losses not covered by insurance could be substantial and unpredictable and could adversely affect our financial condition and results of operations. Our indebtedness could adversely affect our business. Our indebtedness could have important consequences, including the following: • We may experience difficulty in satisfying our obligations with respect to our existing indebtedness or future indebtedness; • Our ability to obtain additional financing for working capital, capital expenditures, acquisitions, or general corporate purposes may be impaired; • We may be at a competitive disadvantage with reduced flexibility in planning for, or responding to, changing conditions in the industry, including increased competition; and • We may be more vulnerable to economic downturns and adverse developments in the business. We expect to fund our expenses and to pay the principal and interest on our indebtedness from cash flow from operations. Our ability to meet our expenses and to pay principal and interest on our indebtedness when due depends on our future performance and ability to collect cash from our customers, which will be affected by financial, business, economic, and other factors. We will not be able to control many of these factors, such as economic conditions in the markets where we operate and pressure from competitors. If our business does not generate sufficient cash flows from operations or if future borrowings are not available to us in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs, we may need to refinance all or a portion of our indebtedness on or before the maturity thereof, sell assets, reduce or delay capital investments, or seek to raise additional capital, any of which could have a material adverse effect on our operations. In addition, we may not be able to effect any of these actions, if necessary, on commercially reasonable terms or at all. Our ability to restructure or refinance our indebtedness will depend on the condition of the capital and debt markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict business operations. The terms of anticipated or future debt instruments may limit or prevent us from taking any of these actions. In addition, any failure to make scheduled payments of interest and / or principal on outstanding indebtedness would likely result in a reduction of our credit rating, which could harm our ability to access additional capital on commercially reasonable terms or at all. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance or restructure our obligations on commercially reasonable terms or at all, would have an adverse effect, which could be material, on our business, financial condition and results of operations, as well as on our ability to satisfy the obligations in respect of our indebtedness. Our use of derivative financial instruments to reduce interest rate risk may result in added volatility in our operating results. We do not hold or issue derivative financial instruments for trading purposes. However, we do utilize derivative financial instruments to reduce interest rate risk associated with our indebtedness. To manage variable interest rate risk, we entered into forward interest rate swap agreements, which will effectively convert a portion of our indebtedness into a fixed rate loan. Under generally accepted accounting principles, changes in the fair values of the swap contracts are reflected in our Consolidated Statements of Operations as a component of " Interest expense, net " if not hedged. The associated impact on our quarterly operating results is directly related to changes in prevailing interest rates. If interest rates increase, we would have a non- cash gain on the swaps, and vice versa in the event of a decrease in interest rates. Consequently, these swaps may introduce additional volatility to our operating results. Legal and Regulatory Risks We could be adversely impacted by changes in accounting standards and subjective assumptions, estimates, and judgments by management related to complex accounting matters. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations with regard to a wide range of matters that are relevant to our businesses, including, but not limited to, revenue recognition, business acquisition purchase price allocations, impairment of goodwill and other intangible assets, inventories, tax matters, and litigation and other contingent liabilities are highly complex and involve many subjective assumptions, estimates, and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates, or judgments could significantly change our reported or expected financial performance or financial condition. New accounting guidance may also require systems and other changes that could increase our operating costs and / or change our financial statements. Laws and regulations relating to the handling of personal data may result in increased costs, legal claims, or fines against the Company. As part of our operations, the Company collects, uses, stores, and transfers personal data of third parties, employees and limited customer data in and across various jurisdictions. Laws and regulations relating to the handling of such personal data may result in increased costs, legal claims, or fines against the Company. Existing laws and emerging regulations may be inconsistent across jurisdictions and are subject to evolving and differing (sometimes conflicting) interpretations. Government officials, regulators and privacy advocates are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data, which may result in new interpretations of existing laws that impact our business. Compliance with these laws may require us to, among other things, make changes in services, business practices, or internal systems that may result in increased costs, lower revenue, reduced efficiency, or greater difficulty in competing with foreign- based firms. Further, there is no assurance that we will be able to meet additional requirements that may be imposed on the transfer of personal data without incurring expenses. We may experience reluctance or refusal by customers to purchase or continue to use our services due to concerns regarding their data protection obligations. Our actual or perceived failure to comply with applicable laws and regulations or other obligations to which we may be subject, or to protect personal data from unauthorized access, use, or other processing, may subject the Company to enforcement actions and regulatory investigations, claims, legal proceedings or other actions, reputational harm and loss of goodwill, any of which could have a material adverse effect on our operations, financial performance, and business. The unfavorable outcome of any pending or future litigation, arbitration, or administrative action could have a material adverse effect on our financial condition or results of operations. From time to time we are a party to litigation, arbitration, or administrative actions. Our financial results and reputation could be negatively impacted by unfavorable outcomes to any pending or future litigation or administrative actions, including those related to the Foreign Corrupt Practices Act, the U. K. Bribery Act, or other anti- corruption laws. There can be no assurances as to the favorable outcome of any litigation or administrative proceedings. In addition, it can be very costly to defend litigation or administrative proceedings and these costs could negatively impact our financial results. We are subject to a wide range of product regulatory and safety, consumer, worker safety, and environmental laws. Our operations and the products we manufacture and / or sell are subject to a wide range of product regulatory and safety, consumer, worker safety, and environmental laws and regulations. Compliance with such existing or future laws and regulations could subject us to future costs or liabilities, impact our production capabilities, constrict our ability to sell, expand or acquire facilities, restrict what products, solutions and services we can offer, and generally impact our financial performance. Some of these laws are environmental and relate to the use, disposal, remediation, emission and discharge of, and exposure to hazardous substances. These laws often impose liability and can require parties to fund remedial studies or actions regardless of fault. We continue to incur disposal costs and have ongoing remediation obligations. Environmental laws have tended to become more stringent over time and any new obligations under these laws could have a negative impact on our operations or financial performance. Laws focused on the energy efficiency of electronic products and accessories; recycling of both electronic products and packaging; reducing or eliminating certain hazardous substances in electronic products; and the transportation of batteries continue to expand significantly. Laws pertaining to accessibility features of electronic products, standardization of connectors and power supplies, the transportation of lithium- ion batteries, and other aspects are also proliferating. There are also demanding and rapidly changing laws around the globe related to issues such as product safety, radio interference, radio frequency radiation exposure, medical related functionality, and consumer and social mandates pertaining to use of wireless or electronic equipment. These laws, and changes to these laws, could have a substantial impact on whether we can offer certain products, solutions, and services, and on what capabilities and characteristics our products, solutions or services can or must include. These laws impact our products and negatively affect our ability to manufacture and sell products competitively. We expect these trends to continue. In addition, we anticipate that we will see increased demand to meet voluntary criteria related to reduction or elimination of certain constituents from products, increasing energy efficiency, and providing additional accessibility. Increased public awareness and worldwide focus on environmental and climate change issues has led to legislative and regulatory efforts to limit greenhouse gas emissions, and may result in more international, federal or regional requirements or industry standards to reduce or mitigate global warming. ESG requirements and other increased regulation of climate change concerns could subject us to additional costs and restrictions and require us to make certain changes to our manufacturing practices and / or product designs, which could negatively impact our business, results of operations, financial condition and competitive position. From time to time, we create and publish voluntary disclosures regarding ESG matters. Identification, assessment, and disclosure of such matters is complex. Many of the statements in such voluntary disclosures are based on our expectations and assumptions, which may require substantial discretion and forecasts about costs and future circumstances. However, if our ESG practices or business portfolio do not meet evolving investor or other stakeholder expectations and standards, then our reputation, our ability to attract or retain employees and our attractiveness as an investment, supplier, business partner, or acquiror could be negatively impacted. In addition, we note that certain ESG matters are becoming less “ voluntary ” as regulators, including the SEC, begin proposing and adopting regulations regarding ESG matters, including, but not limited to climate change- related matters. To the extent we are subject to increased regulatory requirements, we could become subject to increased compliance- related costs and risks, including potential enforcement and litigation. Such ESG matters may also impact our suppliers and customers, which may compound or cause new impacts on our business, financial condition or results of operations.