UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark one)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________ to ________

Commission file number 001-36127

COOPER-STANDARD HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-1945088**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

40300 Traditions Drive
Northville, Michigan 48168
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (248) 596-5900
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	CPS	New York Stock Exchange
Preferred Stock Purchase Rights	-	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting and non-voting common stock held by non-affiliates as of June 30, 2023 was $192,207,617.

The number of the registrant's shares of common stock, $0.001 par value per share, outstanding as of February 9, 2024 was 17,197,479 shares.

Documents Incorporated by Reference

Certain portions, as expressly described in this report, of the Registrant's Proxy Statement for the 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

Item 1. Business

Cooper-Standard Holdings Inc. (together with its consolidated subsidiaries, the “Company,” “Cooper Standard,” “we,” “our” or “us”) is a leading manufacturer of sealing and fluid handling systems (consisting of fuel and brake delivery and fluid transfer systems). Our products are primarily for use in passenger vehicles and light trucks that are manufactured by global automotive original equipment manufacturers (“OEMs”) and replacement markets. We conduct substantially all of our activities through our subsidiaries.

Cooper Standard is listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “CPS.” The Company has approximately 23,000 employees, including 3,000 contingent workers, with 128 facilities in 21 countries. We believe that we are the largest global producer of sealing systems, the second largest global producer of the types of fuel and brake delivery products that we manufacture and the third largest global producer of the types of fluid transfer systems that we manufacture. We design and manufacture our products in each major region of the world through a disciplined and sustained approach to engineering and operational excellence. We operate in 78 manufacturing locations and 50 design, engineering, administrative and logistics locations.

Approximately 84% of our sales in 2023 were to OEMs, including Ford Motor Company (“Ford”), General Motors Company (“GM”), Stellantis, Volkswagen Group, Daimler, Renault-Nissan, BMW, Toyota, Volvo, Jaguar/Land Rover, Honda and various other OEMs based in China. The remaining 16% of our 2023 sales were primarily to Tier I and Tier II automotive suppliers, non-automotive customers, and replacement market distributors. The Company’s products can be found on over 440 nameplates globally.

Our organizational structure primarily consists of a global automotive business (“Automotive”) and the Industrial and Specialty Group (“ISG”). For the periods presented herein, our business was organized in the following reportable segments: North America, Europe, Asia Pacific and South America. ISG and all other business activities were reported in Corporate, eliminations and other. This operating structure allowed us to offer our full portfolio of products and support our global and regional customers with complete engineering and manufacturing expertise in all major regions of the world. On an ongoing basis, we undertake restructuring, expansion and cost reduction initiatives to improve competitiveness.

Consistent with our strategy to drive future profitable growth, the Company has increased and intensified management focus on its two global automotive product line businesses. Effective January 1, 2024, the Company appointed a senior executive to lead each of our sealing and fluid handling systems businesses, and the chief operating decision maker will prospectively begin to assess operating performance by product line rather than geography. As a result, beginning with the first quarter of 2024, the Company expects to report its financial results in two reportable segments based on product line: Sealing Systems and Fluid Handling Systems.

Corporate History and Business Developments

Cooper-Standard Holdings Inc. was established in 2004 as a Delaware corporation and began operating on December 23, 2004 when it acquired the automotive segment of Cooper Tire & Rubber Company. Cooper-Standard Holdings Inc. operates the business primarily through its principal operating subsidiary, Cooper-Standard Automotive Inc. (“CSA U.S.”). Since the 2004 acquisition, the Company has expanded and diversified its customer base through a combination of organic growth and strategic acquisitions.

Our ISG business accelerates and maximizes the value stream of Cooper Standard’s materials science and manufacturing expertise in industrial and specialty markets. We furthered the expansion of our ISG business through the acquisition of Lauren Manufacturing and Lauren Plastics in 2018.

Cooper Standard signed multiple joint development agreements for our Fortrex™ chemistry platform throughout 2018 to 2021. In 2021, the Company reached a long-term commercial agreement to license its Fortrex™ technology to NIKE, Inc., with the footwear manufacturer launching the first related mass production programs in 2023.

In 2023, we finalized the divestiture of our European technical rubber products business and sold the Company’s entire controlling equity interest in a joint venture in the Asia Pacific region.

Business Strategy

Cooper Standard's Purpose statement - Creating Sustainable Solutions Together - represents the Company's focus on creating solutions for the long-term health of the business as a whole and the sustained value that we work each day to deliver to our stakeholders (customers, investors, employees, suppliers and communities). Our key strategic imperatives are defined as:

Financial Strength:	Execute our business plans achieving and sustaining double-digit EBITDA margins, ROIC and strong free cash flow generation.
World-Class Execution:	Attain world-class results across all our business allowing the Company to Be the First Choice of the Stakeholders We Serve.
Profitable Growth Driven by Innovation:	Leverage our materials science and product knowledge, innovation and manufacturing expertise across our product groups in the pursuit of organic and inorganic growth.
Corporate Responsibility:	Deliver value to all our stakeholders through our environmental, social and governance initiatives to ensure the long-term sustainability of the Company.

Cooper Standard's global alignment around these imperatives continues to drive further value in many areas of the business.

Operational and Strategic Initiatives

As part of Cooper Standard's world-class operations, the Company relies upon its CSOS (Cooper Standard Operating System) to fully position the Company for growth and ensure global consistency in engineering design, program management, manufacturing process, purchasing and IT systems. Standardization across all regions is especially critical in support of customers' global platforms that require the same design, quality and delivery standards everywhere across the world. As a result of these initiatives, the Company has leveraged CSOS to drive an average savings from improved operating efficiency of approximately $60 million each of the past five years.

In addition, as part of our continued focus on sustainability and corporate responsibility, the Company's Global Sustainability Council provides executive level oversight for the Company's sustainability strategy to help ensure alignment and integration with business goals and stakeholder priorities. The council maintains a holistic look at the Company's ESG (environmental, social and governance) initiatives, tracks rapidly-evolving best practices and further develops long-term goals as the Company strives for ESG excellence.

Cooper Standard continues to progress its diversification strategy through its ISG business, which is charged with accelerating and maximizing expertise in the Company's core product types for applications in the industrial and specialty markets. Cooper Standard also drives growth and diversification through the Company's applied materials science offerings, which include the Fortrex™ chemistry platform that provides performance advantages over many other materials, as well as a significantly reduced carbon footprint.

Leveraging Technology and Materials Science for Innovative Solutions

We use our technical and materials science expertise to provide customers with innovative and sustainable product solutions. Our engineers use the results of advanced computational simulations and incorporate a broad understanding of materials science to design products which meet or exceed our customers' stringent requirements. We believe our reputation for successful innovation in product design and materials is the reason our customers consult us early in the development and design process of their next-generation vehicles or products.

The Company's CS Open Innovation is an initiative that aims to position Cooper Standard as the partner of choice for start-ups, universities and other suppliers through a proactive outreach program. The initiative is focused in the areas of materials science, manufacturing and process technology, digital/artificial intelligence and advanced product technology.

Cooper Standard uses its i^3 Innovation Process (Imagine, Initiate and Innovate) and CS Open Innovation as mechanisms to capture novel ideas while promoting a culture of innovation. Ideas are carefully evaluated by our global product line teams and Global Technology Council, and those that are selected are put on an accelerated development cycle. We are developing innovative technologies based on materials expertise, process know-how, and application vision, which may drive future product direction. An example is Fortrex™, the Company's synthetic elastomer chemistry platform, offering reduced weight while delivering superior material performance and aesthetics. We have also developed several other significant technologies, especially related to advanced materials, processing and weight reduction. These include: FlushSeal™, an advanced integrated solution for frame under glass static sealing systems offering better appearance, improved aerodynamics, quieter ride and reduced weight; TPV body seal, a next generation body seal that replaces traditionally less sustainable EPDM and metal with recyclable thermoplastic materials which save significant component weight; MagAlloy™, a processing technology for brake lines that increases long term durability through superior corrosion resistance; and Easy-Lock™, a small package coolant and fuel vapor quick connect. Given the trajectory and anticipated future growth of electric vehicles, Cooper Standard has developed innovations to provide lightweight plastic tubing with our PlastiCool® 2000 multilayer tubing, smooth and clear vinyl tubing ("CVT") mid-temperature multilayer tubing, and our next-generation Ergo-Lock™ and Ergo-Lock™ + VDA quick connectors for glycol thermal management needs.

Cooper Standard is strategically integrating digital tools and advanced analysis to help deliver the best solutions. We offer advanced computer-aided engineering and digital simulations for engineered solutions. In addition, our team of experts has developed digital tools that enable them to conduct prototype testing without the need for physical samples, resulting in sustainability benefits. We can provide up to 100% virtual testing for certain products.

Among our newer technologies is Cooper Standard's artificial intelligence (A.I.)-enhanced development cycle for polymer compounds that has shortened material development times while realizing rapid discovery of new compounds that offer superior performance properties, which yield superior products. We have also developed proprietary technology for A.I. automated processes control improvements, called Liveline Technologies, a wholly owned subsidiary of Cooper Standard. This technology enables full automation of polymer extrusion and other complex continuous processes, reducing process variation (a top driver of scrap), increasing product quality, improving operational metrics and reducing our carbon footprint. In addition, the Company is piloting multiple A.I. applications to help drive efficiencies in various functions.

Our innovations are receiving industry recognition. Cooper Standard earned an Environment + Energy Leader Award in 2022 for our Fortrex™ chemistry platform, in addition to being named a General Motors Overdrive Award winner in the category of 'Sustainability' in 2021, a 2018 Automotive News PACE Award winner, and a 2018, 2019, and 2023 Society of Plastics Engineers Innovation Award finalist. Also, Cooper Standard's artificial intelligence-enhanced development cycle for polymer compound development was named a finalist for the 2019 Automotive News PACE Awards.

Cooper Standard's fluid handling products were selected as the Society of Plastics Engineers 2022 Automotive Innovation Award winner for the Material category for our innovative battery electric vehicle thermoplastic thermal management solution utilizing PlastiCool® 2000 multilayer tube and Ergo-Lock® connectors.

Industry

The automotive industry is one of the world's largest and most competitive markets. Consumer demand for new vehicles largely determines sales and production volumes of global OEMs. The business and commercial environment in each region also plays a role in vehicle demand as it relates to fleet vehicle sales and industrial-use vehicles such as light and heavy trucks.

OEMs compete for market share in a variety of ways including pricing and incentives, the development of new, more attractive models, branding and advertising, and the ability to customize vehicle features and options to meet specific consumer needs or demands. They rely heavily on thousands of specialized suppliers to provide the many distinct components and systems that comprise the modern vehicle. They also rely on these automotive suppliers to develop technological innovations that will help them meet internal and consumer demands as well as regulatory requirements.

The supplier industry is a highly competitive industry and is generally characterized by high barriers to entry, significant start-up costs and long-standing customer relationships. The criteria by which OEMs judge automotive suppliers include quality, price, service, launch performance, design and engineering capabilities, innovation, timely delivery, financial stability and global footprint. Over the last decade, suppliers that have been able to achieve manufacturing scale globally, reduce structural costs, diversify their customer base and provide innovative, value-added technologies have been the most successful.

The technology of today's vehicles is evolving rapidly. This evolution is being driven by many factors including consumer preferences and social behaviors, a competitive drive for differentiation, regulatory requirements and environmental impact and safety. Cooper Standard supports these trends by providing innovations that reduce weight, increase life-cycle and durability, reduce interior noise, enhance exterior appearance, simplify the manufacturing and assembly process, and help reduce a vehicle's environmental impact. These are innovations that can be applicable and valuable to virtually any vehicle (including internal combustion, hybrid or battery electric powertrains) or vehicle manufacturer and, in many cases, can also be transferred to non-automotive applications in adjacent markets. Cooper Standard remains closely aligned with our customers and is prepared to meet their evolving needs as they shift their fleets and offer more electric vehicle ("EV") options. We are focused on growing our business in the EV segment by leveraging our technology and innovation to provide value-add solutions for increasingly specialized technical requirements.

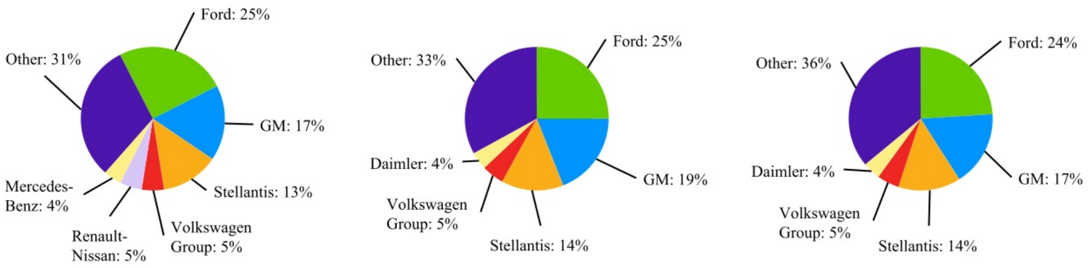
Markets Served

Our automotive business is focused on the passenger car and light truck market, up to and including Class 3 full-size, full-frame trucks, better known as the global light vehicle market. This is our largest market and accounts for approximately 94% of our global sales.

Customers

We are a leading supplier to the following OEMs and are increasing our presence with major OEMs throughout the world. The following charts show the percentage of sales to our top customers for the years ended December 31, 2023, 2022 and 2021:

2023 **2022** **2021**



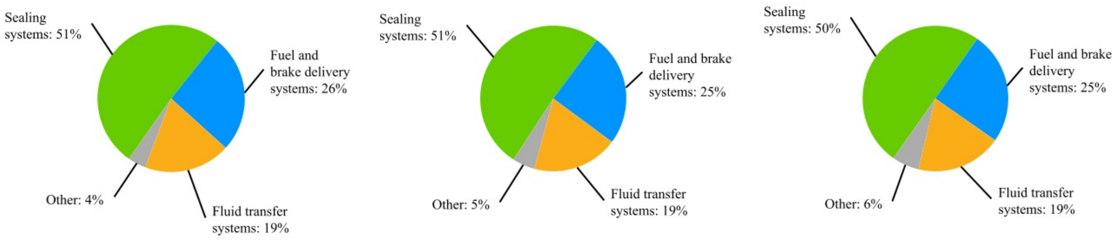
Our other customers include OEMs such as BMW, Toyota, Volvo, Jaguar/Land Rover, Honda and various other OEMs based in China. Our business with any given customer is typically split among several contracts for different parts on a number of platforms.

Products

Our product lines include sealing systems and fluid handling systems (consisting of fuel and brake delivery and fluid transfer systems). These products are produced and supplied globally to a broad range of customers in multiple markets.

In addition to these product lines, we also sell our core products into other adjacent markets. The percentage of sales by product line and other markets for the years ended December 31, 2023, 2022 and 2021 are as follows:

2023 **2022** **2021**



Product Lines		Market Position
SEALING SYSTEMS	Protect vehicle interiors from weather, dust and noise intrusion for improved driving experience; provide aesthetic and functional class-A exterior surface treatment Products: – Fortrex® – Dynamic seals – Static seals – Encapsulated glass – Tex-A-Fib (Textured Surface with Cloth Appearance) – Obstacle detection sensor system – FlushSeal™ systems – Variable extrusion – Specialty sealing products – Stainless steel trim – Frameless Systems	Global leader
FUEL & BRAKE DELIVERY SYSTEMS	Sense, deliver and control fluid and fluid vapors for fuel and brake systems Products: – Chassis and tank fuel lines and bundles (fuel lines, vapor lines and bundles) – Metallic brake lines and bundles – Quick connects – Low oligomer multi-layer convoluted tube – Brake jounce lines – Direct injection & port fuel rails (fuel rails and fuel charging assemblies) – MagAlloy™ break tube coating – ArmorTube™ brake tube coating – Series 300 and S300LT (low temperature) quick connects – Gen III Posi-Lock® quick connects	Top 2 globally
FLUID TRANSFER SYSTEMS	Sense, deliver, connect and control fluid delivery for optimal thermal management, powertrain & HVAC operation Products: – Heater/coolant hoses – Quick connects (SAE and VDA) – Diesel particulate filter (DPF) lines – Degas tanks and deaerators – Charged air cooling (air intake and discharge) – Transmission oil cooling hoses – Multilayer tubing for glycol thermal management – PlastiCool® 5000 high temperature MLT – Turbo charger hoses – Charged air cooler ducts/assemblies – Secondary air hoses – Brake and clutch hoses – Easy-Lock™ quick connect – Ergo-Lock™ VDA quick connect – Ergo-Lock™ + VDA quick connect – PlastiCool® 2000 multi-layer tubing for glycol thermal management	Top 3 globally

Competition

We believe that the principal competitive factors in our industry are quality, price, service, launch performance, design and engineering capabilities, innovation, timely delivery, financial stability and global footprint. We believe that our capabilities in these core competencies are integral to our position as a market leader in each of our product lines. Our sealing systems products compete with Toyoda Gosei, Henniges, Hutchinson Standard Profil, HSR&A, SaarGummi and JianXin, among others. Our fuel and brake delivery products compete with TI Automotive, Sanoh, Martinrea, Maruyasu and SeAH, among others. Our fluid transfer products compete with Conti-Tech, Hutchinson, Teklas, Tristone, Akwel and Fränkische, among others.

Joint Ventures and Strategic Alliances

Joint ventures represent an important part of our business, both operationally and strategically. We have utilized joint ventures to enter and expand in geographic markets such as China, India and Thailand, to acquire new customers and to develop new technologies. When entering new geographic markets, teaming with a local partner can reduce capital investment by leveraging pre-existing infrastructure. In addition, local partners in these markets can provide knowledge and insight into local practices and access to local suppliers of raw materials and components.

The following table shows our significant unconsolidated joint ventures as of December 31, 2023:

Country	Name	Product Line	Ownership Percentage
Thailand	Nishikawa Tachaplalert Cooper Ltd.	Sealing systems	20%
India	Polyrub Cooper Standard FTS Private Limited	Fluid transfer systems	35%
United States	Nishikawa Cooper LLC	Sealing systems	40%
China	Yantai Leading Solutions Auto Parts Co., Ltd.	Fuel and brake delivery systems	50%
China	Shenya Sealing (Guangzhou) Company Limited	Sealing and fluid transfer systems	51%

Research and Development

We have a dedicated team of technical and engineering resources for each product line, some of which are located at our customers' facilities. We utilize simulation, digital tools, best practices, standardization and track key process indicators to drive efficiency in execution with an emphasis on manufacturability and quality. Our development teams work closely with our customers to design and deliver innovative solutions, unique for their applications. Amounts spent on engineering, research and development, and program management were as follows:

Year	Amount	Percentage of Sales
(Dollar amounts in millions)		
2023	$84.1	3.0%
2022	$80.5	3.2%
2021	$90.0	3.9%

Intellectual Property

We believe that one of our key competitive advantages is our ability to translate customer needs and our ideas into innovation through the development of intellectual property. We hold a significant number of patents and trademarks worldwide.

Our patents are grouped into two major categories: (1) specific product invention claims and (2) specific manufacturing processes that are used for producing products. The vast majority of our patents fall within the product invention category. We consider these patents to be of value and seek to protect our rights throughout the world against infringement. While in the aggregate these patents are important to our business, we do not believe that the loss or expiration of any one patent would materially affect our Company. We continue to seek patent protection for our new products and we develop significant technologies that we treat as trade secrets and choose not to disclose to the public through the patent process. These technologies nonetheless provide significant competitive advantages and contribute to our global leadership position in various markets. We believe that our trademarks, including FlushSeal™, Gen III Posi-Lock®, Easy-Lock®, MagAlloy®, Ergo-Lock® +, PlastiCool® and Fortrex™, help differentiate us and lead customers to seek our partnership.

We also have technology sharing and licensing agreements with various third parties, including Nishikawa Rubber Company, one of our joint venture partners in sealing products. We have mutual agreements with Nishikawa Rubber Company for sales, marketing and engineering services on certain sealing products. Under those agreements, each party pays for services provided by the other and royalties on certain products for which the other party provides design or development services. We also have licensing and joint development agreements for commercial applications of our Fortrex™ chemistry platform in non-automotive industries. A joint development agreement has also been put in place for the collaborative creation of novel dynamic fluid control products and systems.

Innovation, Materials, and Product Lifecycle

The international response to risks and opportunities of climate change is transforming our global economy. Our most significant opportunity to contribute to this low-carbon and circular economy is through reducing the environmental impact of our products and manufacturing processes. We purposefully apply sustainable principles in the design and production of our products, reducing the environmental impact from sourcing through end-of-life. These efforts also enable our customers to reduce their environmental impacts.

When obtaining or innovating materials for our products, we seek to sustainably source raw materials, increase the use of recycled content or recyclable material where feasible, decrease our use of hazardous chemicals where possible, and properly disclose restricted materials to customers and regulators. We believe our culture of innovation is a key differentiator, allowing us to compete and succeed within our dynamic global markets.

Supplies and Raw Materials

Cooper Standard is committed to building strong relationships with our supply partners. We recognize the importance of engaging with suppliers to create value for our customers.

The principal raw materials for our business include synthetic and natural rubber, carbon black, process oils, and plastic resins. Principal procured components are primarily made from plastic, carbon steel, aluminum and stainless steel. We manage the procurement of our direct and indirect materials to assure supply continuity and to obtain the most favorable total cost. Procurement arrangements include short-term and long-term supply agreements that may contain formula-based pricing based on commodity indices. These arrangements provide quantities needed to satisfy normal manufacturing demands. We believe we have adequate sources for the supply of raw materials and components for our products with suppliers located around the world.

Raw material prices are susceptible to fluctuations which may place operational and profitability burdens on the entire supply chain. Following the pandemic, market prices for key raw materials, such as steel, aluminum, and oil-derived commodities, experienced a period of extreme volatility, which led to significant cost increases for our business in 2021 and 2022. In response, we worked with our customers throughout 2022 and 2023 to implement or expand index-based commercial agreements that have enabled us to partially recover incremental material costs incurred and significantly reduced our exposure and risk related to commodity price fluctuations going forward. Global commodity markets and pricing have stabilized to a large degree in 2023 and into the beginning of 2024.

Seasonality

Within the automotive industry, sales to OEMs are lowest during the months prior to model changeovers or during assembly plant shutdowns. Automotive production is traditionally reduced during July, August and year-end holidays, and our quarterly results may reflect these trends. However, economic conditions and consumer demand may change the traditional seasonality of the industry. In recent years, for example, global light vehicle production, inventory and consumer demand all experienced extreme dislocations from historic norms due to the global COVID-19 pandemic and related restrictions on production and consumer activity. Post-pandemic, global light vehicle production continued to be negatively impacted by widespread supply chain disruptions, limiting the global automotive OEM's ability to rebuild inventory and meet pent-up consumer demand.

Backlog

Our OEM sales are generally based upon purchase orders issued by the OEMs, with updated releases for volume adjustments. As such, we typically do not have a firm and definitive backlog of orders at any point in time. Once selected to supply products for a particular platform, we typically supply those products for the platform life, which is normally five to eight years, although there is no guarantee that this will occur. In addition, when we are the incumbent supplier to a given platform, we believe we have a competitive advantage in winning the redesign or replacement platform, although there is no guarantee that this will occur.

Human Capital and Safety

As of December 31, 2023, we had approximately 23,000 employees, including 3,000 contingent workers. We maintain good relations with both our union and non-union employees and, in the past ten years, have not experienced any major work stoppages.

Our people have always been the driving force of value at Cooper Standard. We continue to embrace new ways of working, a growing international movement for civil rights, and our unwavering dedication to keeping our employees healthy and safe has only made them more critical to our success. We accomplish this by developing the capabilities of our employees through continuous learning and performance management processes. Additionally, building an internal talent pipeline supports the achievement of this priority. In 2023, our internal fill rate was approximately 36%. This metric, which is based on salaried, director-level positions and above, helps us to understand where employees are advancing in their careers and the effectiveness of our internal development programs. For 2023, our voluntary employee turnover rate was approximately 15%. We believe that our culture and continued effort to provide our employees with growth opportunities contributes to retaining our strong talent.

In addition, we aim to diversify our workforce because we recognize the value of engaging different opinions and backgrounds in a global company. We are committed to recruiting, developing and retaining a high-performing and diverse workforce. A global measurement for our diversity is women in the company and women in leadership. In 2023, women made up approximately 40% of our workforce. Of our leadership positions, defined as vice president positions and above, women held approximately 24% of such roles.

Safety continues to be a top priority and primary focus of management. An emphasis on reducing workplace incidents helps Cooper Standard to maintain a safe workforce and continue to deliver world class results for product quality. In 2023, our total incident rate ("TIR") was 0.32, which represents an Occupational Safety and Health Administration measurement of on-the-job injuries in relation to total hours worked. Based on our review of industry peer sustainability reports, we have a lower TIR relative to our peer group. Additionally, throughout the COVID-19 pandemic, we have remained focused on protecting the health and safety of our employees while meeting the needs of our customers.

Community Involvement

Supported by the Cooper Standard Foundation, our employees are highly engaged in their local communities. The Foundation's mission is to strengthen the communities where Cooper Standard employees work and live through the passionate support of children's charities, education, health and wellness, and community revitalization. The Cooper Standard Foundation is a 501(c)(3) organization with oversight by its Board of Directors, Board of Trustees and Philanthropic Committee. For more information on the Company's community involvement, please visit our Corporate Responsibility Report located on the Cooper Standard website.

Environmental, Social and Governance (ESG)

In 2023, the Company was named to Newsweek's list of America's Most Responsible Companies for the fifth consecutive year and achieved Ecovadis Silver Status for sustainability efforts that also earned the Company recognition from Nissan for sustainability and social responsible practices. These awards are a further testament to Cooper Standard's commitment to ESG topics, including our core value of integrity.

Cooper Standard considers itself a steward of the environment, and we monitor the environmental impact of our business and products. We prioritize our environmental management as a means of driving and sustaining excellence. We are subject to a broad range of federal, state, and local environmental and occupational safety and health laws and regulations in the United States and other countries, including regulations governing: emissions to air, discharges to water, noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and human health and safety. We have made, and will continue to make, expenditures to comply with environmental requirements. While our costs to defend and settle known claims arising under environmental laws have not been material in the past and are not currently estimated to have a material adverse effect on our financial condition, such costs could be material to our financial statements in the future. Further details regarding our commitments and contingencies are provided in Note 20. "Contingent Liabilities" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K (the "Report").

Market Data

Certain market data and other statistical information used throughout this Annual Report on Form 10-K is based on data from independent firms such as S&P Global. Other data is based on good faith estimates, which are derived from our review of internal analyses, as well as third-party sources. Although we believe these third-party sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. To the extent that we have been unable to obtain information from third-party sources, we have expressed our belief on the basis of our own internal analyses of our products and capabilities in comparison to our competitors.

Available Information

We make available free of charge on our website (www.cooperstandard.com) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission ("SEC"). Our reports filed with the SEC also may be found on the SEC's website at www.sec.gov. We may also use our website as a distribution channel of material company information. Neither the information on our website nor the information on the SEC's website is incorporated by reference into this Report unless expressly noted.

Forward-Looking Statements

This Annual Report on Form 10-K includes “forward-looking statements” within the meaning of U.S. federal securities laws, and we intend that such forward-looking statements be subject to the safe harbor created thereby. Our use of words “estimate,” “expect,” “anticipate,” “project,” “plan,” “intend,” “believe,” “outlook,” “guidance,” “forecast,” or future or conditional verbs, such as “will,” “should,” “could,” “would,” or “may,” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon our current expectations and various assumptions. Our expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot assure you that these expectations, beliefs and projections will be achieved. Forward-looking statements are not guarantees of future performance and are subject to significant risks and uncertainties that may cause actual results or achievements to be materially different from the future results or achievements expressed or implied by the forward-looking statements. Among other items, such factors may include: volatility or decline of the Company’s stock price, or absence of stock price appreciation; impacts and disruptions related to the wars in Ukraine and the Middle East; our ability to achieve commercial recoveries and to offset the adverse impact of higher commodity and other costs through pricing and other negotiations with our customers; work stoppages or other labor disruptions with our employees or our customers’ employees; prolonged or material contractions in automotive sales and production volumes; our inability to realize sales represented by awarded business; escalating pricing pressures; loss of large customers or significant platforms; our ability to successfully compete in the automotive parts industry; availability and increasing volatility in costs of manufactured components and raw materials; disruption in our supply base; competitive threats and commercial risks associated with our diversification strategy; possible variability of our working capital requirements; risks associated with our international operations, including changes in laws, regulations, and policies governing the terms of foreign trade such as increased trade restrictions and tariffs; foreign currency exchange rate fluctuations; our ability to control the operations of our joint ventures for our sole benefit; our substantial amount of indebtedness and variable rates of interest; our ability to obtain adequate financing sources in the future; operating and financial restrictions imposed on us under our debt instruments; the underfunding of our pension plans; significant changes in discount rates and the actual return on pension assets; effectiveness of continuous improvement programs and other cost savings plans; significant costs related to manufacturing facility closings or consolidation; our ability to execute new program launches; our ability to meet customers’ needs for new and improved products; the possibility that our acquisitions and divestitures may not be successful; product liability, warranty and recall claims brought against us; laws and regulations, including environmental, health and safety laws and regulations; legal and regulatory proceedings, claims or investigations against us; the potential impact of any future public health events on our financial condition and results of operations; the ability of our intellectual property to withstand legal challenges; cyber-attacks, data privacy concerns, other disruptions in, or the inability to implement upgrades to, our information technology systems; the possible volatility of our annual effective tax rate; the possibility of a failure to maintain effective controls and procedures; the possibility of future impairment charges to our goodwill and long-lived assets; our ability to identify, attract, develop and retain a skilled, engaged and diverse workforce; our ability to procure insurance at reasonable rates; and our dependence on our subsidiaries for cash to satisfy our obligations.

You should not place undue reliance on these forward-looking statements. Our forward-looking statements speak only as of the date of this Annual Report on Form 10-K and we undertake no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except where we are expressly required to do so by law.

This Annual Report on Form 10-K also contains estimates and other information that is based on industry publications, surveys and forecasts. This information involves a number of assumptions and limitations, and we have not independently verified the accuracy or completeness of the information.

Item 1A. Risk Factors

We have listed below (not necessarily in order of importance or probability of occurrence) the most significant risk factors that could cause our actual results to vary materially from recent or anticipated results and could materially and adversely affect our business, results of operations, financial condition and cash flows.

Operational Risks

Our business, financial condition and results of operations may be adversely impacted by the effects of inflation.

Inflation has the potential to adversely affect our business, financial condition and results of operations by increasing our overall cost structure. Other inflationary pressures could affect wages, the cost and availability of components and raw materials and other inputs and our ability to meet customer demand. Inflation may further exacerbate other risk factors, including supply chain disruptions, risks related to international operations and the recruitment and retention of qualified employees. If we are unsuccessful in negotiating pricing adjustments with our customers to raise the prices of our products sufficiently to keep up with the rate of inflation, our profit margins and cash flows may be adversely affected.

Increases in the costs, or reduced availability, of raw materials and manufactured components may adversely affect our profitability.

Raw material costs can be volatile. The principal raw materials to produce our products include synthetic and natural rubber, carbon black, process oils, and plastic resins. Principal procured components are primarily made from plastic, carbon steel, aluminum and stainless steel. Material costs represented approximately 51% of our total cost of products sold in 2023. The costs and availability of raw materials and manufactured components can fluctuate due to factors beyond our control, including as a result of existing and potential changes to U.S. policies related to global trade and tariffs. Further, climate change may have an adverse impact on global temperatures, weather patterns, and the frequency and severity of extreme weather and natural disasters, which may adversely affect the availability or pricing for certain raw materials including natural rubber. A significant increase in the price of raw materials, or a restriction in their availability, could materially increase our operating costs and adversely affect our profitability because it is generally difficult to pass through these increased costs to our customers. While we entered into index pricing agreements with some of our customers which provide for a price adjustment based on quoted market prices to attempt to address some of these risks (notably with respect to steel and rubber), there can be no assurance that commodity price fluctuations will not adversely affect our results of operations and cash flows. In addition, while the use of index pricing adjustments may provide us with some protection from adverse fluctuations in commodity prices, by utilizing these instruments, we potentially forego the benefits that might result from favorable fluctuations in price.

Disruptions in the supply chain could have an adverse effect on our business, financial condition, results of operations and cash flows.

We obtain components and other products and services from numerous suppliers and other vendors throughout the world. We are responsible for managing our supply chain, including suppliers that may be the sole sources of products that we require, that our customers direct us to use or that have unique capabilities that would make it difficult and/or expensive to re-source. In certain instances, entire industries may experience short-term capacity constraints. Any significant disruptions in the automotive industry due to industry-wide parts shortages and global supply chain constraints could adversely affect our operations and financial performance. Uncertain economic or industry conditions resulting from such supply chain constraints could result in financial distress within our supply base, thereby further increasing the risk of supply disruption. Furthermore, any economic downturn or other unfavorable conditions in one or more of the regions in which we operate could cause supply disruptions and thereby adversely affect our financial condition, operating results and cash flows.

Work stoppages or other disruptions to our operations could negatively affect our operations and financial performance.

We may experience work stoppages caused by labor disputes under existing collective bargaining agreements or in connection with the negotiation of new agreements given that we have a number of agreements that expire in any given year. Further, there is no certainty that we will be successful in negotiating new collective bargaining agreements that extend beyond the current expiration dates or that new agreements will be on terms as favorable to us as past labor agreements. In addition, it is possible that our workforce will become more unionized in the future. Unionization activities could increase our costs, which could negatively affect our results of operations.

Our operations may also be disrupted by other labor issues, including absenteeism, public health events and government restrictions; major equipment failure with prolonged downtime or a complete loss of critical equipment where either no other comparable equipment exists or the remaining equipment does not have enough capacity to pick up the demand; or natural disaster-related plant closures or disruptions. In particular, natural disasters and adverse weather conditions can be caused or exacerbated by climate change.

Regardless of the cause, any significant disruption to our production could negatively affect our operations, customer relationships and financial performance. Similar disruptions at one or more of our suppliers or our customers' suppliers could adversely affect our operations if an alternative source of supply were not readily available. Additionally, similar disruptions at our customers' facilities could result in reduced demand for our products causing us to delay or cancel production and could have an adverse effect on our business.

A disruption in, or the inability to successfully implement upgrades to, our information technology systems, including disruptions relating to cybersecurity as well as data privacy concerns, could adversely affect our business and financial performance.

We rely upon information technology networks, systems and processes, including the information technology networks of third parties such as suppliers and joint venture partners, to manage and support our business. We have implemented a number of procedures and practices designed to protect against breaches or failures of our systems. Despite the security measures that we have implemented, including those measures to prevent cyber-attacks, our systems could be breached or damaged by computer viruses or unauthorized physical or electronic access. Like other public companies, our computer systems and those of our third-party vendors, partners and service providers are regularly subject to, and will continue to be the target of, computer viruses, malware or other malicious codes (including ransomware), unauthorized access, cyber-attacks or other computer-related penetrations which may cause disruptions to our operations. While we have experienced threats to our data and systems, to date, we are not aware that we have experienced a cybersecurity incident that has materially affected our business strategy, results of operations, or financial condition. Over time, however, the sophistication of these threats continues to increase. The preventative actions we take to reduce the risk of cyber incidents and protect our information may be insufficient. A breach of our information technology systems, or those of the third parties on whom we rely, could result in theft of our intellectual property, disruption to business or unauthorized access to customer or personal information. Such a breach could adversely impact our operations and/or our reputation and may cause us to incur significant time and expense to cure or remediate the breach.

Further, we continually update and expand our information technology systems to enable us to run our business more efficiently, including the potential incorporation of traditional and generative A.I. solutions into our information systems and processes. The increasing use and evolution of this technology creates potential risks for loss or misuse of sensitive Company data that forms part of any data set that was collected, used, stored, or transferred to run our business, and unintentional dissemination or intentional destruction of confidential information stored in our or our third party providers' systems, portable media or storage devices, which may result in significantly increased business and security costs, a damaged reputation, administrative penalties, or costs related to defending legal claims. In addition, if the content, analyses, or recommendations that A.I. programs assist in producing are or are alleged to be deficient, inaccurate, or biased, our business, financial condition, and results of operations and our reputation may be adversely affected. If these systems are not implemented successfully and in a timely, cost-effective, compliant and responsible manner, our operations and business could be disrupted and our ability to report accurate and timely financial results could be adversely affected.

An inability to effectively manage the timing, quality and costs of new program launches could adversely affect our financial performance.

In connection with the award of new business, we may obligate ourselves to deliver new products that are subject to our customers’ timing, performance and quality standards. Given the number and complexity of new program launches, we may experience difficulties managing product quality, timeliness and associated costs. In addition, new program launches require a significant ramp up of costs. Our sales related to these new programs generally are dependent upon the timing and success of our customers’ introduction of new vehicles. An inability to effectively manage the timing, quality and costs of these new program launches could adversely affect our financial condition, operating results and cash flows.

Our success depends in part on our development of improved products, and our efforts may fail to meet the needs of customers on a timely or cost-effective basis.

Our continued success depends on our ability to maintain advanced technological capabilities and knowledge necessary to adapt to changing market demands, as well as to develop and commercialize innovative products. We may be unable to develop new products successfully or to keep pace with technological developments by our competitors and the industry in general, which in recent years includes the rapid development and rising use of digital, A.I. and machine learning technologies. In addition, we may develop specific technologies and capabilities in anticipation of customers’ demands for new innovations and technologies. If such demand does not materialize, we may be unable to recover the costs incurred in the development of such technologies and capabilities. If we are unable to recover these costs or if any such programs do not progress as expected, our business, results of operations and financial condition could be adversely affected.

We may incur material losses and costs as a result of product liability and warranty and recall claims that may be brought against us.

We may be exposed to product liability and warranty claims in the event that our products actually or allegedly fail to perform as specified or expected or the use of our products results, or is alleged to result, in bodily injury and/or property damage. Accordingly, we could experience material warranty or product liability expenses in the future and incur significant costs to defend against these claims. In addition, if any of our products are, or are alleged to be, defective, we may be required to participate in a recall of that product if the defect or the alleged defect relates to automotive safety. Product recalls could cause us to incur material costs and could harm our reputation or cause us to lose customers, particularly if any such recall causes customers to question the safety or reliability of our products. Also, while we possess considerable historical warranty and recall data with respect to the products we currently produce, we do not have such data relating to new products, assembly programs or technologies, including any new fuel and emissions technology and systems being brought into production, to allow us to accurately estimate future warranty or recall costs.

In addition, the increased focus on systems integration platforms utilizing fuel and emissions technology with more sophisticated components from multiple sources could result in an increased risk of component warranty costs over which we have little or no control and for which we may be subject to an increasing share of liability to the extent any of the other component suppliers are in financial distress or are otherwise incapable of fulfilling their warranty or product recall obligations. Our costs associated with providing product warranties and responding to product recall claims could be material. Product liability, warranty and recall costs may adversely affect our business, results of operations and financial condition.

Our commitment to drive value through culture, innovation and results is dependent on our ability to identify, attract, develop and retain a skilled, engaged and diverse workforce.

Our people are the driving force behind our success at Cooper Standard. Our ability to pursue breakthrough technology innovations, implement cutting-edge manufacturing and business processes, and achieve our operating and strategic goals is dependent on the engagement, skills, experience and knowledge of our employees. Any failure or delay in attracting, retaining and developing such a workforce, including the loss of key technological and leadership personnel, could adversely impact our business, financial condition and operating results.

Our financial condition and results of operations have been previously, and may in the future be, adversely affected by public health events.

We could face risks related to public health events, including epidemics and pandemics like the recent COVID-19 pandemic. Preventative measures taken to contain or mitigate public health events (including, but not limited to, vaccination, social distancing policies, restrictions on travel and reduced operations and extended closures of many businesses and institutions) may materially impact our financial condition and operations results due to shutdowns of our and our customers' and suppliers' facilities; increased operating and production costs; disruptions and financial distress in the supply chain; disruptions in our production cycle; lost or absent members of the workforce; a decline in demand due to an economic downturn; and inability to access capital due to disruptions in the global financial markets.

The full impact of another public health event on our financial condition and operations results will depend on various factors, such as the ultimate duration and scope of the crisis, its impact on our customers, suppliers and logistics partners, how quickly normal operations can resume and the duration and magnitude of the economic downturn caused by the health crisis in our key markets. A public health event may also exacerbate the other risks disclosed in this Item 1A. Risk Factors.

Strategic Risks

We are highly dependent on the automotive industry. A prolonged or material contraction in automotive sales and production volumes could adversely affect our business, results of operations and financial condition.

Automotive sales and production are cyclical and depend on, among other things, general economic conditions and consumer spending, vehicle demand and preferences (which can be affected by a number of factors, including fuel costs, employment levels and the availability of consumer financing). These factors could make it difficult for us, our suppliers and our customers to forecast accurately and plan future business activities. As the volume of automotive production and the mix of vehicles produced fluctuate, the demand for our products also fluctuates. Prolonged or material contraction in automotive sales and production volumes, or significant changes in the mix of vehicles produced, could cause our customers to reduce orders of our products, which could adversely affect our business, results of operations and financial condition and our ability to provide accurate forecasts and guidance.

We may not realize sales represented by awarded business, which could adversely affect our business, financial condition, results of operations and cash flows.

The realization of future sales from awarded business is subject to risks and uncertainties inherent in the cyclicality of vehicle production. In addition, our customers generally have the right to resource awarded business without penalty. Therefore, the ultimate amount of our sales is not guaranteed. If actual production orders from our customers are not consistent with the projections we use in calculating the amount of awarded business, we could realize substantially less sales and profit over the life of these awards than currently projected.

Pricing pressures may adversely affect our business.

Vehicle manufacturers often seek price reductions in both the initial bidding process and during the term of the contract. Price reductions historically have adversely impacted our sales and profit margins and may do so in the future. If we are not able to offset price reductions through improved operating efficiencies and reduced expenditures, those price reductions may have a negative impact on our financial condition.

Our business could be adversely affected if we lose any of our largest customers or significant platforms.

While we provide parts to virtually every major global OEM for use on a wide range of different platforms, sales to our three largest customers, Ford, GM, and Stellantis, on a worldwide basis represented approximately 55% of our sales for the year ended December 31, 2023. Our ability to reduce the risks inherent in certain concentrations of business will depend, in part, on our ability to continue to diversify our sales on a customer, product, platform and geographic basis. Although business with each customer is typically split among numerous contracts, the loss of a major customer, significant reduction in purchases of our products by such customer, or any discontinuance or resourcing of a significant platform could adversely affect our business, results of operations and financial condition.

We operate in a highly competitive industry and efforts by our competitors to gain market share could adversely affect our financial performance.

The automotive parts industry is highly competitive. We face numerous competitors in each of our product lines. In general, there are three or more significant competitors and numerous smaller competitors for most of the products we offer. We also face competition for certain of our products from suppliers producing in lower-cost regions such as Asia and Eastern Europe. Our competitors' efforts to grow market share could exert downward pressure on the pricing of our products and our margins.

The benefits of our continuous improvement programs and other cost savings plans may not be fully realized.

Our operations strategy includes continuous improvement programs and implementation of lean manufacturing tools across all facilities to achieve cost savings and increased performance. Further, we have and may continue to initiate restructuring actions designed to improve future profitability and competitiveness. The cost savings that we anticipate from these initiatives may not be achieved on schedule or at the level we anticipate. If we are unable to realize these anticipated savings, our operating results and financial condition may be adversely affected.

We may continue to incur significant costs related to manufacturing facility closings or consolidation which could have an adverse effect on our financial condition.

If we close or consolidate manufacturing locations, the exit costs associated with such closures or consolidation, including employee termination costs, may be significant. Such costs could negatively affect our cash flows, results of operations and financial condition.

We are subject to other risks associated with our international operations.

We have significant manufacturing operations outside the United States, including joint ventures and other alliances. Our operations are located in 21 countries, and we export to several other countries. In 2023, approximately 78% of our sales were attributable to products manufactured outside the United States. Risks inherent in our international operations include:

- currency exchange rate fluctuations, currency controls and restrictions, and the ability to hedge currencies;
- changes in local economic conditions;
- repatriation restrictions or requirements, including tax increases on remittances and other payments by our foreign subsidiaries;
- global sovereign fiscal uncertainty and hyperinflation in certain foreign countries;
- changes in laws and regulations, including laws or policies governing the terms of foreign trade, and in particular increased trade restrictions, tariffs, or taxes or the imposition of embargoes on imports from countries where we manufacture products;
- operating in foreign jurisdictions where the ability to protect and enforce our intellectual property rights is limited as a statutory or practical matter;
- exposure to possible expropriation or other government actions;
- disease, pandemics or other severe public health events; and
- exposure to local political or social unrest including resultant acts of war, terrorism, or similar events, including the wars in Ukraine and the Middle East and the related sanctions imposed on Russia.

The occurrence of any of these risks may adversely affect the results of operations and financial condition of our international operations and our business as a whole.

In addition, we are subject to the Foreign Corrupt Practices Act (the "FCPA") and other laws which prohibit improper payments to foreign governments and their officials by U.S. and other business entities. Certain of the countries in which we operate present heightened corruption risks, which therefore increases the risks of our exposure under the FCPA and other applicable anti-bribery and corruption laws and regulations.

A portion of our operations are conducted by joint ventures which have unique risks.

Certain of our operations are carried out by joint ventures. In joint ventures, we share the management of the company with one or more partners who may not have the same goals, resources or priorities as we do. The operations of our joint ventures are subject to agreements with our partners, which typically include additional organizational formalities as well as requirements to share information and decision making and may also limit our ability to sell our interest. Additional risks include one or more partners failing to satisfy contractual obligations, a change in ownership of any of our partners and our limited ability to control our partners' compliance with applicable laws, including the FCPA. Any such occurrences could adversely affect our financial condition, operating results, cash flow or reputation.

Any acquisitions or divestitures we make may be unsuccessful, may take longer than anticipated or may negatively impact our business, financial condition, results of operations and cash flows.

We may pursue acquisitions or divestitures in the future as part of our strategy. Acquisitions and divestitures involve numerous risks, including identifying attractive target acquisitions, undisclosed risks affecting the target, difficulties integrating acquired businesses, the assumption of unknown liabilities, potential adverse effects on existing customer or supplier relationships, and the diversion of management's attention from day-to-day business. We may not have, or be able to raise on acceptable terms, sufficient financial resources to make acquisitions. Our ability to make investments may also be limited by the terms of our existing or future financing arrangements. Any acquisitions or divestitures we pursue may not be successful or prove to be beneficial to our operations and cash flow.

Financial Risks

Global, market and economic conditions could impact our ability to access liquidity sources.

Our continued access to sources of liquidity depends on multiple factors, including global economic conditions, public health events and any global supply chain disruptions on our customers and their production rates, the costs of raw materials, the state of the overall automotive industry, the condition of global financial markets, the availability of sufficient amounts of financing, our operating performance and cash flows and our credit ratings. In particular, the global automotive industry is susceptible to uncertain economic conditions that could adversely impact new vehicle demand and production, and business conditions may vary significantly from period to period or region to region. In recent years, global automotive production was negatively impacted by lingering impacts of the COVID-19 pandemic and broad supply chain challenges stemming, in part, from a sharp rebound in overall industrial demand. Further, rising inflation, interest rates and supply chain challenges contributed to global economic uncertainty. In addition, continuing military actions in Eastern Europe and the Middle East are having broad negative impacts on key sectors of the global economy. Our business is also directly affected by the automotive vehicle production rates in North America, Europe, Asia Pacific and South America which have been adversely impacted by a series of events in recent years.

Our ability to borrow against our senior asset-based revolving credit facility (the "ABL Facility") is limited to our borrowing base, which consists primarily of our U.S. and Canadian accounts receivable and inventory. Production shutdowns or disruptions in both the United States and Canada could lead to significant reductions in these working capital balances and significantly decrease our ability to borrow under our ABL Facility.

In addition, if the Company has borrowing availability under its ABL Facility less than the greater of (i) $15.0 million and (ii) 10% of the Borrowing Base (as defined in the ABL Facility), it must be in compliance with a springing Fixed Charge Coverage Ratio maintenance covenant of 1.00:1.00. Any adverse effects on the Company's business due to global, market and economic conditions may adversely impact the Company's ability to satisfy such covenant. As of December 31, 2023, there were no obligations outstanding under the ABL Facility, the Company's borrowing base was $169.5 million and the monthly fixed charge coverage ratio was at a level that provided the Company full access to the borrowing base. Net of $7.1 million of outstanding letters of credit, the Company effectively had $162.4 million available for borrowing under its ABL Facility.

Furthermore, production shutdowns or disruptions will result in working capital swings which could result in increased outflows. As a result of current ecomonic conditions and global supply chain disruptions, we may be required to raise additional capital, and our access to and cost of financing will depend on, among other things, our performance, changing global economic conditions, conditions in the global financing markets, the availability of sufficient amounts of financing, our prospects and our credit ratings. Such capital may not be available on favorable terms or at all.

The ongoing situations in Ukraine and Russia and the Middle East and related disruptions could adversely affect our liquidity, business, and results of operations.

The ongoing military conflict between Russia and Ukraine and the resulting sanctions have caused, and are currently expected to continue to cause, significant disruptions to the global financial system, international trade, and the transportation and energy sectors, among others. The impacts of the conflict on the supply chain and commodity prices are expected to be profound and have resulted and may continue to result in substantial inflation in one or more countries (or globally). In addition, the recent Israel-Hamas war and escalating tensions in the Middle East could affect oil prices and have other, potentially recessionary, effects on the global economy. Prolonged inflationary conditions and periods of high interest rates could further negatively affect U.S. and international commerce and exacerbate or further extend the period of high energy prices and supply chain constraints. These and other issues resulting from the global economic slowdown and financial market turmoil have adversely affected and may continue to adversely affect the automotive industry, which may lead to a decline in the general demand for our products and erosion of their procurement or sale prices. We do not have operations in Ukraine, Russia or the Middle East, nor do we sell into these markets. Nonetheless, if the global economic slowdown and the Russia-Ukraine and Israel-Hamas wars continue, our liquidity, business, and results of operations may continue to be adversely affected.

We have a substantial amount of indebtedness, which could have a material adverse effect on our financial condition and our ability to obtain financing in the future and to react to changes in our business.

We have a significant amount of indebtedness. As of December 31, 2023, we had total indebtedness of $1,095 million. Our substantial amount of debt and our debt service obligations could limit our ability to satisfy our obligations, limit our ability to operate our business and impair our competitive position. For example, it could:

- make it more difficult for us to satisfy our obligations;
- increase our vulnerability to general adverse economic and industry conditions, including interest rate fluctuations, because a portion of our borrowings accrues interest at variable rates;
- require us to dedicate a substantial portion of our cash flows from operations to payments on our debt and debt service obligations, which would reduce the availability of cash to fund working capital, capital expenditures, research and development efforts, acquisitions or other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we compete;
- place us at a disadvantage compared to competitors that may have less debt; and
- limit our ability to obtain additional debt or equity financing for working capital, capital expenditures, research and development efforts, debt service requirements, acquisitions and general corporate purposes.

Our ability to make scheduled payments on our debt or to refinance these obligations depends on our financial condition, operating performance and our ability to generate cash in the future. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, sell material assets, seek additional capital or restructure or refinance our indebtedness, any of which could have a material adverse effect on our business, results of operations and financial condition. 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 markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments, including the credit agreement governing the ABL Facility and the indentures governing the 13.50% Cash Pay / PIK Toggle Senior Secured First Lien Notes due 2027 (the “First Lien Notes”) and the 5.625% Cash Pay / 10.625% PIK Toggle Senior Secured Third Lien Notes due 2027 (the “Third Lien Notes”), may limit or prevent us from taking any of these actions. In addition, a reduction of our credit rating could harm our ability to incur additional indebtedness on commercially reasonable terms or at all. An 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 our obligations in respect of the 5.625% Senior Notes due 2026 (the “2026 Senior Notes”), the First Lien Notes, the Third Lien Notes, or the ABL Facility.

In addition, we and our subsidiaries may be able to incur other substantial additional indebtedness in the future. Although the credit agreement governing the ABL Facility and the indentures governing the First Lien Notes and the Third Lien Notes contain certain limitations on our ability to incur additional indebtedness, such restrictions are subject to a number of qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. To the extent that we incur additional indebtedness or incur such other obligations that may be permitted under our debt instruments, the risks associated with our substantial indebtedness described above, including our potential inability to service our debt, will increase.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.

The borrowings under the ABL Facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease.

Secured overnight financing rate ("SOFR") and other interest rates that are indices deemed to be "benchmarks" are the subject of recent and ongoing national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective, while others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to be replaced or disappear entirely, or have other consequences that cannot be predicted. Any such consequence could have a material adverse effect on our existing facilities or our future debt linked to such a "benchmark" and our ability to service debt that bears interest at floating rates of interest.

Our debt instruments impose significant operating and financial restrictions on us and our subsidiaries.

The credit agreements governing the ABL Facility and the indentures governing the First Lien Notes and the Third Lien Notes impose significant operating and financial restrictions and limit our ability, among other things, to:

- incur, assume or permit to exist additional indebtedness (including guarantees thereof);
- pay dividends or certain other distributions on our capital stock or repurchase our capital stock;
- prepay, redeem or repurchase indebtedness;
- incur liens on assets;
- make certain investments or other restricted payments;
- allow to exist certain restrictions on the ability of our restricted subsidiaries to pay dividends or make other payments to us;
- engage in transactions with affiliates; and
- sell certain assets or merge or consolidate with or into other companies.

Moreover, our ABL Facility provides the agent considerable discretion to impose reserves, which could materially reduce the amount of borrowings that would otherwise be available to us.

As a result of these covenants and restrictions (including borrowing base availability), we are limited in how we conduct our business, and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities or acquisitions. The terms of any future indebtedness we may incur could include more restrictive covenants. We may not be able to maintain compliance with these covenants in the future and, if we fail to do so, we may not be able to obtain waivers from the lenders and/or amend the covenants in such agreements. Our failure to comply with the restrictive covenants described above as well as others contained in our future debt instruments from time to time could result in an event of default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms or if we are unable to refinance such borrowings at all, our financial condition, results of operations and cash flows could be adversely affected.

If there were an event of default under any of the agreements relating to our outstanding indebtedness whether as a result of a payment default, covenant breach or otherwise, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. Our assets or cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon occurrence of an event of default. Further, if we are unable to repay, refinance or restructure our indebtedness under our secured debt, the holders of such debt could exercise remedies against the collateral securing that indebtedness with the holders of the First Lien Notes receiving full recovery on applicable collateral before the holders of the Third Lien Notes. In addition, any event of default or declaration of acceleration under one debt instrument could also result in an event of default under one or more of our other debt instruments. As a result, any default by us on our indebtedness could have a material adverse effect on our business, financial condition and results of operation.

Our expected annual effective tax rate and cash tax liability could be volatile and could materially change as a result of changes in many items including mix of earnings, debt and capital structure and other factors.

Many items could impact our effective tax rate and cash tax liability including changes in our debt and capital structure, mix of earnings and many other factors. Our overall effective tax rate is based upon the consolidated tax expense as a percentage of consolidated earnings before tax. However, tax expenses and benefits are not recognized on a consolidated or global basis, but rather on a jurisdictional, legal entity basis. Further, certain jurisdictions in which we operate generate losses where no current financial statement tax benefit is realized. In addition, certain jurisdictions have statutory rates greater than or less than the United States statutory rate. As such, changes in the mix and source of earnings between jurisdictions could have a significant impact on our overall effective tax rate and cash tax liability in future years. Changes in rules related to accounting for income taxes, changes in tax laws and rates or adverse outcomes from tax audits that occur regularly in any of our jurisdictions could also have a significant impact on our overall effective tax rate and cash tax liability in future periods.

Our working capital requirements may negatively affect our liquidity and capital resources.

Our working capital requirements can vary significantly, depending in part on the level, variability and timing of our customers' worldwide vehicle production and the payment terms with our customers and suppliers. If our working capital needs exceed our cash provided by operating activities, we would look to our cash balances and availability under our borrowing arrangements to satisfy those needs, as well as potential sources of additional capital, which may not be available on satisfactory terms and in adequate amounts, if at all.

Foreign currency exchange rate fluctuations could materially impact our operating results.

Our sales and manufacturing operations outside the United States expose us to currency risks. For our consolidated financial statements, our sales and earnings denominated in foreign currencies are translated into U.S. dollars. This translation is calculated based on average exchange rates during the reporting period. Accordingly, our reported international sales and earnings could be adversely impacted in periods of a strengthening U.S. dollar.

Although we generally produce in the same geographic region as our products are sold, we also produce in countries that predominately sell in another currency. Further, some of our commodities are purchased in or tied to the U.S. dollar; therefore our earnings could be adversely impacted during the periods of a strengthening U.S. dollar relative to other foreign currencies. While we employ financial instruments to hedge certain portions of our foreign currency exposures, our efforts to manage these risks may not be successful and may not completely insulate us from the effects of currency fluctuations.

Impairment charges relating to our goodwill, long-lived assets or intangible assets could adversely affect our results.

We regularly monitor our goodwill, long-lived assets and intangible assets for impairment indicators. In conducting our goodwill impairment testing, we compare the fair value of our reporting units to their related net book value. In conducting our impairment analysis of long-lived and intangible assets, we compare the undiscounted cash flows expected to be generated from the long-lived or intangible assets to the related net book values if indicators of impairment are identified. Changes in economic or operating conditions impacting our estimates and assumptions could result in the impairment of our goodwill, long-lived assets or intangible assets. In the event that we determine that our goodwill, long-lived assets or intangible assets are impaired, we may be required to record a significant charge to earnings, which could adversely affect our results.

Certain of our pension plans are currently underfunded, and we may have to make cash contributions to the plans, reducing the cash available for our business.

We sponsor various pension plans worldwide that are underfunded and will require cash contributions. Additionally, if the performance of the assets in our pension plans does not meet our expectations, or if other actuarial assumptions are modified, our required contributions may be higher than we expect. As of December 31, 2023, our U.S. pension plans were underfunded by $14.4 million and our non-U.S. pension plans (which typically are pay-as-you-go plans) were underfunded by $92.2 million. If our cash flow from operations is insufficient to fund our worldwide pension liabilities, it could have an adverse effect on our financial condition and results of operations.

As further described in Note 12. "Pension" to the consolidated financial statements in Item 8. "Financial Statements and Supplementary Data" of this Report, our Board of Directors approved a resolution to merge certain of the U.S. pension plans, and terminate the resulting merged plan effective December 31, 2022. As part of the termination process, we expect to settle benefit obligations under the terminated plan through a combination of lump sum payments to eligible plan participants and the purchase of a group annuity contract, under which future benefit obligations and administration will be transferred to a third-party insurance company. Such settlements will be funded primarily from plan assets, but may also require funding from the Company. In the fourth quarter of 2023, the Company paid $48.6 million of lump sum payments to eligible participants from plan assets, resulting in a settlement loss of $16.3 million during the year ended December 31, 2023. Ultimate settlement of the remaining benefit obligations is dependent upon market conditions at the time of settlement.

Significant changes in discount rates, the actual return on pension assets and other factors could adversely affect our liquidity, results of operations and financial condition.

Our earnings may be positively or negatively impacted by the amount of income or expense recorded related to our pension plans. Generally accepted accounting principles in the United States ("U.S. GAAP") require that income or expense related to the pension plans be calculated at the annual measurement date using actuarial calculations, which reflect certain assumptions. Because these assumptions have fluctuated and will continue to fluctuate in response to changing market conditions, the amount of gains or losses that will be recognized in subsequent periods, the impact on the funded status of the pension plans and the future minimum required contributions, if any, could adversely affect our liquidity, results of operations and financial condition.

Failure to maintain effective controls and procedures could adversely impact our business, financial condition and results of operations.

Regulatory provisions governing the financial reporting of U.S. public companies require that we establish and maintain disclosure controls and internal controls over financial reporting across our operations in 21 countries. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives; as such, they can be susceptible to human error, circumvention or override, and fraud. Failure to maintain adequate, effective controls and procedures could result in potential financial misstatements or other forms of noncompliance that could have an adverse impact on our business, results of operations, financial condition or organizational reputation.

We operate as a holding company and depend on our subsidiaries for cash to satisfy the obligations of the holding company.

Cooper-Standard Holdings Inc. is a holding company. Our subsidiaries conduct all of our operations and own substantially all of our assets. Our cash flow and our ability to meet our obligations depend on the cash flow of our subsidiaries. In addition, the payment of funds in the form of dividends, intercompany payments, tax sharing payments and other payments may be subject to restrictions under the laws of the countries of incorporation of our subsidiaries or their governing documents.

We may not be able to procure insurance at reasonable rates to fully meet our needs.

Integral to our risk management strategy and due to requirements under certain of our contracts, we procure insurance coverage from third-party insurers. There can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at needed limits. Such circumstances will lead to an increase in both our overall risk exposure and our operational expenses, disrupt the management of our business, and could have a material adverse effect on our business, financial condition and results of our operations.

Legal and Compliance Risks

We are involved from time to time in legal and regulatory proceedings, claims or investigations which could have an adverse impact on our results of operations and financial condition.

We are involved in legal and regulatory proceedings, claims or investigations that, from time to time, may be significant. These matters typically arise in the normal course of business including, without limitation, commercial or contractual disputes, including warranty claims and other disputes with customers and suppliers; intellectual property matters; personal injury claims; environmental issues; tax matters; employment matters; antitrust matters; anti-corruption matters; or allegations relating to legal compliance by us or our employees.

For further information regarding our legal matters, see Item 3. "Legal Proceedings." The industries in which we operate are also periodically reviewed or investigated by regulators, which could lead to enforcement actions, fines and penalties or the assertion of private litigation claims. It is not possible to predict with certainty the outcome of claims, investigations and lawsuits, and we could in the future incur judgments, fines or penalties or enter into settlements of lawsuits and claims that could have an adverse effect on our business, results of operations and financial condition in any particular period.

If we are unable to protect our intellectual property or if a third party challenges our intellectual property rights, our business could be adversely affected.

We own or have rights to proprietary technology that is important to our business. We rely on intellectual property laws, patents, trademarks and trade secrets to protect such technology. Such protections, however, vary among the countries in which we market and sell our products, and as a result, we may be unable to prevent third parties from using our intellectual property without authorization. Any infringement or misappropriation of our technology could have an adverse effect on our business and results of operations. We also face exposure to claims by others for infringement of intellectual property rights and could incur significant costs or losses related to such claims. In addition, many of our supply agreements require us to indemnify our customers from third-party infringement claims. These claims, regardless of their merit or resolution, are frequently costly to prosecute, defend or settle and divert the efforts and attention of our management and employees. If any such claim were to result in an adverse outcome, we could be required to take actions which may include: ceasing the manufacture, use or sale of the infringing products; paying substantial damages to third parties, including to customers, to compensate them for the discontinued use of a product or to replace infringing technology with non-infringing technology; or expending significant resources to develop or license non-infringing products, any of which could adversely affect our operations, business and financial condition.

We may be adversely affected by laws and regulations, including environmental, health and safety laws and regulations.

We are subject to various U.S. federal, state and local, and non-U.S. laws and regulations, including those related to environmental, health and safety, financial, tax, customs and other matters. We cannot predict the substance or impact of pending or future legislation or regulations, or the application thereof. The introduction of new laws or regulations or changes in existing laws or regulations, or the interpretations thereof, could increase the costs of doing business for us or our customers or suppliers or restrict our actions and adversely affect our financial condition, results of operations and cash flows.

In particular, we are subject to a broad range of laws and regulations governing emissions to air; discharges to water; noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and health and safety. We may incur substantial costs in complying with these laws and regulations. Many of our current and former facilities have been subject to certain environmental investigations and remediation activities, and we maintain environmental reserves for certain of these sites. Through various acquisitions, we have acquired a number of manufacturing facilities, and we cannot assure that we will not incur material costs or liabilities relating to activities that predate our ownership. Material future expenditures may be necessary if compliance standards change or material unknown conditions that require remediation are discovered. Environmental laws could also restrict our ability to expand our facilities or could require us to acquire costly equipment or to incur other significant expenses. In addition, climate change poses regulatory risks that could harm our results of operations or affect the way we conduct our businesses. For example, new or modified regulations could require us to spend substantial funds to enhance our environmental compliance efforts. If we fail to comply with present and future environmental laws and regulations, we could be subject to future liabilities, which could adversely affect our financial condition, operating results and cash flows.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

One of our organization’s top priorities is protecting Cooper Standard’s digital assets, and we increasingly rely on data and digital transactions to operate efficiently and effectively. We take action to prevent potential impacts related to system outages, data breaches, cyber-attacks and other threats to avoid disruption to our daily operations. Cooper Standard prioritizes increasing efficiency and efficacy as we design and refresh prescriptive incident response procedures to minimize impacts of potential cyber-attacks or outages. From time to time, the Company engages in table-top exercises, which involve cross-functional business leaders. Our information technology (“IT”) professionals focus on improving existing controls as outlined by ISO/IEC 27001:2022 (an internationally recognized information security framework), which is the foundation of our cybersecurity program. In recent years, we made advancements in this space by conducting a risk assessment carried out by an independent third-party and adding new cyber advisory services as described further below.

We annually contract with a well-known third-party to conduct a comprehensive, enterprise-wide risk assessment. In addition to other mandates, this assessment evaluates Cooper Standard’s cybersecurity program from a risk perspective and assesses our IT controls for alignment with the ISO/IEC 27001:2022 information security framework. Based on the assessment results, we refresh the roadmap for our cybersecurity program, focusing on the highest-risk vulnerabilities first and monitoring for significant changes and emerging risks, continuously adjusting the roadmap as needed.

Our cybersecurity program is built on a collection of fundamental security controls, focused on the overall protection of company and stakeholder data. Company leadership has defined the following objectives for information security:

- Governance: Establish proper governance for the cybersecurity program.
- Security Operations & Data Protection: Create a secure digital operating environment (apps, networks, systems, etc.) designed to protect critical data and to prevent business disruption.

- Response and Recovery: Develop and practice incident response, business continuity and disaster recovery processes to minimize the impact of a major incident.
- Compliance & Effectiveness: Meet all compliance requirements and develop program metrics to ensure effectiveness.

To achieve these objectives, we emphasize fundamental security measures, such as access controls, cyber hygiene (e.g., patching and malware protection) and employee awareness training.

Third-party risk management is an important focus of the Cooper Standard cybersecurity program. Cybersecurity is evaluated and considered throughout the lifecycle (onboarding, ongoing operations, offboarding) of third-party relationships as we conduct business with them. We review the security posture of each third-party prior to initiation of the relationship, and periodically throughout the relationship. We evaluate several aspects of information security, utilizing guidance from globally recognized frameworks (e.g., ISO 27000:2022). Critical service providers are also required to submit independently certified assurance of their security controls based on internationally recognized standards (e.g., ISEA 3402, SOC 1, SOC 2, etc.). Finally, upon relationship termination, we ensure each third party is properly offboarded, addressing critical cybersecurity concerns such as eliminating access and obtaining and/or deleting Company data.

Cooper Standard continuously works to update and strengthen our Incident Response (“IR”) program, which defines response procedures and prescriptive controls designed to streamline response to incidents, when and if they occur. Our designated cross-functional Incident Response Team (“IRT”) consists of leaders from human resources, global communications, legal, internal audit and information technology. Cooper Standard’s IRT is dedicated to maintaining a culture of continuous improvement, taking into consideration lessons learned from table-top exercises and feedback from the third-party expert with whom we annually contract.

While we have experienced threats to our data and systems, to date, we have not experienced a cybersecurity incident that has materially affected our business strategy, results of operations, or financial condition. That said, a significant cybersecurity incident may materially impact the Company’s business strategy, results of operations and financial condition in the future. For further information regarding cybersecurity risks to the Company, see Part 1, Item 1A, Risk Factors, “A disruption in, or the inability to successfully implement upgrades to, our information technology systems, including disruptions relating to cybersecurity as well as data privacy concerns, could adversely affect our business and financial performance.”

Governance

We align our cybersecurity and IT compliance programs to take advantage of natural synergies and our IT controls environment. Our Senior Vice President, Chief Information Technology Officer, who has more than 25 years of experience in technology and information security risk management in our industry and across a number of organizations, is responsible for overseeing the risks related to cybersecurity. Our cybersecurity team holds several cybersecurity industry certifications such as ISC^2 CISSP, ISACA CISM and EC-Council CEH.

The Cooper Standard IT leadership team manages the global cybersecurity and IT compliance organization, and the Senior Vice President, Chief Information Technology Officer directly reports updates to the Audit Committee of the Board of Directors at least twice annually and the full Board of Directors at least annually. Further, our cybersecurity team periodically reports to our Global Leadership Team (“GLT”). Data privacy, cybersecurity and digitization is also managed as a material topic as a part of our Enterprise Risk Management (“ERM”) Committee which ensures cybersecurity risks are integrated into our overall risk management. From an accountability perspective, our internal audit team independently assesses the cybersecurity program by evaluating the design and effectiveness of our controls. We have an Architecture Review Board (“ARB”) which reviews new IT initiatives to ensure they align with our digital strategy. Similarly, our Project Management Office (“PMO”) monitors those initiatives throughout implementation to ensure proper communication and seamless transition. The ARB and PMO processes include cybersecurity requirements designed to ensure this topic is considered from the beginning.

Item 2. Properties

As of December 31, 2023, our operations were conducted through 128 wholly-owned, leased and consolidated joint venture facilities in 21 countries (*North America*: Canada, Costa Rica, Mexico, United States; *Asia Pacific*: China, India, Japan, South Korea, Thailand; *Europe*: Czech Republic, France, Germany, Italy, Netherlands, Poland, Romania, Serbia, Spain, Sweden, United Kingdom; *South America*: Brazil), of which 78 are predominantly manufacturing facilities and 50 have design, engineering, administrative or logistics designations. Our corporate headquarters are located in Northville, Michigan. Our manufacturing facilities are located in North America, Europe, Asia and South America. We believe that substantially all of our properties are in generally good condition and there is sufficient capacity to meet current and projected manufacturing, product development and logistics requirements. The following table summarizes our key property holdings:

Segment	Type	Total Facilities*	Owned Facilities
North America	Manufacturing [a]	35	21
	Other [b]	24	1
Europe	Manufacturing [a]	21	12
	Other [b]	17	2
Asia Pacific	Manufacturing [a]	19	6
	Other [b]	9	—
South America	Manufacturing [a]	3	1

(a) Includes multi-activity sites which are predominantly manufacturing.
(b) Includes design, engineering, R&D, administrative and logistics locations.
(*) Excludes 2 unutilized facilities: 1 in North America and 1 in Europe.

Item 3. Legal Proceedings

The litigation process is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. See Note 20. “Contingent Liabilities” to the consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data” of this Report for discussion of loss contingencies.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock has been traded on the NYSE since October 17, 2013 under the symbol “CPS.”

Holders of Common Stock

As of February 9, 2024, there were approximately 6 holders of record of our common stock. This stockholder figure does not include a substantially greater number of holders whose shares are held of record by banks, brokers and other financial institutions.

Dividends

Cooper-Standard Holdings Inc. has never paid or declared a dividend on its common stock. The declaration of any prospective dividends is at the discretion of the Board of Directors and would be dependent upon sufficient earnings, capital requirements, financial position, general economic conditions, state law requirements and other relevant factors. Additionally, our credit agreements governing our ABL Facility and our indentures governing our New Notes and 2026 Senior Notes contain covenants that, among other things, restrict our ability to pay certain dividends and distributions subject to certain qualifications and limitations. See “Liquidity and Capital Resources” under Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Report. We do not anticipate paying any dividends on our common stock in the foreseeable future.

Securities Repurchase Program

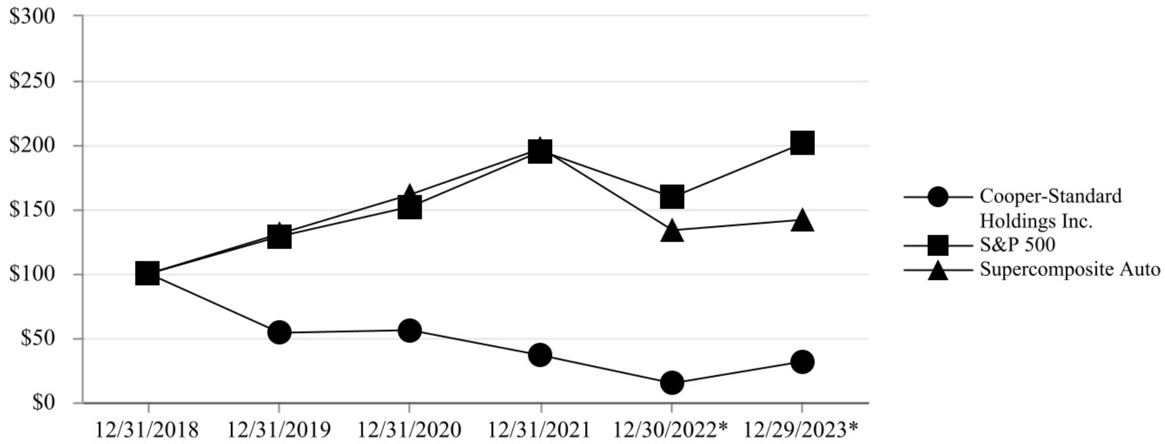
In June 2018, our Board of Directors approved a common stock repurchase program (the “2018 Program”) authorizing us to repurchase, in the aggregate, up to $150.0 million of our outstanding common stock. Under the 2018 Program, repurchases may be made on the open market, through private transactions, accelerated share repurchases, round lot or block transactions on the New York Stock Exchange or otherwise, as determined by our management and in accordance with prevailing market conditions and federal securities laws and regulations. We expect to fund any future repurchases from cash on hand and future cash flows from operations. We are not obligated to acquire a particular amount of securities, and the 2018 Program may be discontinued at any time at the Company’s discretion. The 2018 Program was effective beginning November 2018.

We did not repurchase any shares during the years ended December 31, 2023, 2022, or 2021 under the 2018 Program. As of December 31, 2023, we had approximately $98.7 million of repurchase authorization remaining.

Performance Graph

The following graph and corresponding table compare the cumulative total stockholder return for Cooper-Standard Holdings Inc. to the Standard & Poor's 500 Index and the Standard & Poor's Supercomposite Auto Parts & Equipment Index based on currently available data. The analysis assumes an initial investment of $100 on December 31, 2018 and reflects the cumulative total return on that investment, including the reinvestment of all dividends where applicable, through December 31, 2023.

Comparison of Cumulative Return



	Ticker	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/30/2022*	12/29/2023*
Cooper-Standard Holdings Inc.	CPS	$100.00	$53.38	$55.81	$36.08	$14.58	$31.46
S&P 500	SPX	$100.00	$128.63	$151.90	$194.80	$159.15	$200.92
S&P Supercomposite Auto Parts & Equipment Index	S15AUTP	$100.00	$130.84	$161.12	$197.29	$133.20	$141.72

* Represents last trading day of the year.

Item 6. ***[Reserved]***

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis of financial condition and results of operations is intended to assist in understanding and assessing the trends and significant changes in our results of operations and financial condition. Our historical results may not indicate, and should not be relied upon as an indication of, our future performance. Our forward-looking statements reflect our current views about future events, are based on assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by these statements. See Item 1. "Business—Forward-Looking Statements" for a discussion of risks associated with reliance on forward-looking statements. Factors that may cause differences between actual results and those contemplated by forward-looking statements include, but are not limited to, those discussed below and in Item 1A. "Risk Factors." Management's discussion and analysis of financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes to those statements included in Item 8. "Financial Statements and Supplementary Data" of this Report. References in this Annual Report on Form 10-K (the "Report") to "we", "our", or the "Company" refer to Cooper-Standard Holdings Inc., together with its consolidated subsidiaries.

Executive Overview

Our Business

We design, manufacture and sell sealing and fluid handling (consisting of fuel and brake and fluid transfer) systems for use in passenger vehicles and light trucks manufactured by global OEMs. In 2023, approximately 84% of our sales consisted of original equipment sold directly to OEMs for installation on new vehicles. The remaining 16% of our sales were primarily to Tier I and Tier II suppliers and non-automotive manufacturers. Accordingly, sales of our products are directly affected by the annual vehicle production of OEMs and, in particular, the production levels of the vehicles for which we provide specific parts. Most of our products are custom designed and engineered for a specific vehicle platform. Our sales and product development personnel frequently work directly with the OEMs' engineering departments in the design and development of our various products.

Although each OEM may emphasize different requirements as the primary criteria for judging its suppliers, we believe success as an automotive supplier generally requires outstanding performance with respect to quality, price, service, launch performance, design and engineering capabilities, innovation, timely delivery, financial stability and an extensive global footprint. Also, we believe our continued commitment to invest in global common processes is an important factor in servicing global customers with the same quality and consistency of product wherever we produce in the world. This is especially important when supplying products for global platforms.

In addition, to remain competitive and offset continued customer pricing pressure, we must also consistently achieve and sustain cost savings. In an ongoing effort to reduce our cost structure, we run a global continuous improvement program which includes training for our employees, as well as implementation of lean tools, structured problem solving, best business practices, standardized processes and change management. We also continually evaluate opportunities to optimize our manufacturing footprint by consolidating facilities and relocating production as appropriate. We believe we will continue to be successful in our efforts to improve our design and engineering capabilities and manufacturing processes while achieving cost savings, including through our continuous improvement initiatives.

Our OEM sales are generally based upon purchase orders issued by the OEMs, with updated releases for volume adjustments. As such, we typically do not have a defined backlog of orders at any point in time. Once selected to supply products for a particular platform, we typically supply those products for the platform life, which is normally five to eight years, although there is no guarantee that this will occur. In addition, when we are the incumbent supplier to a given platform, we believe we have a competitive advantage in winning the redesign or replacement platform.

In 2023, approximately 55% of our sales were generated in North America. Because of our significant international operations, we are subject to the risks associated with doing business in other countries, such as currency volatility, high interest and inflation rates, and the general political and economic risk that are associated with some of these markets.

Recent Trends and Conditions

General Economic Conditions and Outlook

The global automotive industry is susceptible to uncertain economic conditions that could adversely impact new vehicle demand and production. Business conditions may vary significantly from period to period or region to region. In 2022, global automotive production was negatively impacted by broad supply chain challenges, labor market disruptions and other lingering impacts of the COVID-19 pandemic. In 2023, light vehicle production showed resilience and strong growth, supported by sustained consumer demand and OEM efforts to replenish depleted inventory levels. This resilience and growth was despite continued uncertainty in the global economy created by continued inflation, rising interest rates and increased geopolitical tension in key regions of the world. In 2024, we expect production growth will moderate as inventory levels normalize, interest rates remain relatively high, and the geopolitical tensions driving global economic uncertainty persist.

In North America, U.S. consumer confidence has been trending downward since July of 2023 and remains well below historical averages. The softening labor market, increasing consumer debt and higher interest rates are key drivers of this trend. Lagged effects of interest rate increases and expected slow down of government spending are expected to contribute to modestly slower economic growth in in the coming year. Economists at the International Monetary Fund (IMF) are expecting the economies of the United States, Canada and Mexico to grow by 2.1 percent, 1.4 percent and 2.7 percent, respectively, in 2024.

In Europe, the war in Ukraine, related sanctions imposed on Russia, higher energy costs and infrastructure disruptions continue to impact the regional economy. This is translating into lower industrial output and investment, higher inflation and lower average real household income for most Eurozone countries. To reignite economic growth, the European Central Bank is expected to begin reducing policy interest rates as early as the second quarter of 2024. In the current uncertain environment, economists at the IMF are expecting the economy in the Eurozone region to grow by approximately 0.9 percent in 2024.

In the Asia Pacific region, China's post-Covid economy has been burdened by a protracted property crisis, weak consumer and business confidence, mounting local government debts, and weak global demand for the country's exports. Economic growth in 2024 and beyond will likely be dependent on a stabilization of the real estate market, which has been significantly overbuilt in past years. In order to bring housing supply in line with actual demand, the government will likely have to reduce its past levels of infrastructure investment. As a result, economists at the IMF are expecting the Chinese economy to grow at a more modest 4.6 percent in 2024.

In South America, the Brazilian economy will likely be impacted by a slowdown in agricultural exports as global demand moderates. While the nation's central bank has begun to reduce interest rates, more cuts may be necessary to stimulate domestic consumer activity and industrial investment. Fiscal stimulus is seen as a less likely option owing the continued risk of elevated inflation. As a result, economists at the IMF are now estimating the Brazilian economy will grow 1.7 percent in 2024.

Production Levels

Our business is directly affected by the automotive vehicle production rates in North America, Europe, Asia Pacific and South America which have been adversely affected by a series of significant events in recent years. Beginning in the first quarter of 2020, we experienced production shutdowns related to the COVID-19 pandemic. In 2021 and 2022, OEM production volumes were negatively impacted by the global shortage of semiconductors and other supply chain disruptions stemming from pandemic-related shutdowns and constraints. In 2023, light vehicle production rebounded as supply chain disruptions were resolved and OEMs worked to increase inventory levels to meet continued consumer demand.

According to the forecasting firm S&P Global (formerly IHS Markit), global light vehicle production was approximately 90.1 million units in 2023. This reflects an increase of approximately 9.4% globally compared to 2022.

Light vehicle production in certain regions for 2023 and 2022, as well as projections for 2024, are provided in the following table:

(in millions of units)	**2024**[(1)]	**2023**[(1)]	**2022**[(1)]	**Projected % Change 2023-2024**	**% Change 2022-2023**
North America	15.8	15.6	14.3	1.1%	9.5%
Europe	17.4	17.8	15.8	(2.0)%	12.5%
Asia Pacific	51.1	51.4	47.2	(0.6)%	9.0%
Greater China	28.9	28.9	26.4	—%	9.4%
South America	3.0	2.9	2.8	3.0%	3.1%

(1) Production data based on S&P Global, January 2024.

Industry Overview

Competition in the automotive supplier industry is intense and has increased in recent years as OEMs have demonstrated a preference for stronger relationships with fewer suppliers. Because of a growing emphasis on global vehicle platforms, automotive suppliers with a global manufacturing footprint capable of fully servicing customers around the world will typically have a competitive advantage over smaller, regional competitors. This dynamic is likely to result in further consolidation of competing suppliers within our industry over time.

OEMs have shifted some research and development, design and testing responsibility to suppliers, while at the same time shortening new product cycle times. To remain competitive, suppliers must have state-of-the-art engineering and design capabilities and must be able to continuously improve their engineering, design and manufacturing processes to effectively service the customer. Suppliers are increasingly expected to collaborate on, or assume the product design and development of, key automotive components and to provide innovative solutions to meet evolving technologies aimed at improved emissions and fuel economy.

Increased competitiveness in the industry, as well as customer focus on costs, has resulted in continued pressure on suppliers for price reductions, even in an inflationary environment, which reduces the overall profitability of the supply industry. Consolidations and market share shifts among vehicle manufacturers continue to put additional pressures on the supply chain. These pricing and market pressures will continue to drive our focus on reducing our overall cost structure through continuous improvement initiatives, capital redeployment, restructuring and other cost management processes. In 2023, with continued inflationary pressures on wages, energy, transportation and other general costs, in order to remain competitive, we worked with our customers to offset the costs associated with this inflation. We actively negotiated pricing adjustments on current business and considered the impact of inflationary and other costs in our quotes for new business.

In addition to the above, other factors will present opportunities for automotive suppliers who are positioned to meet the demands of evolving automotive markets and operating environment, including autonomous and connected vehicles, evolving government regulation, and consumer preference for environmentally friendly products and technology, such as hybrid and electric vehicle (“EV”) architectures.

Raw Materials

Our business is susceptible to inflationary pressures with respect to raw materials which may place operational and profitability burdens on the entire supply chain. Costs related to raw materials, such as steel, aluminum, and oil-derived commodities, have historically been volatile. In 2021 and 2022, global commodity markets experienced a period of hyperinflation as economic activity rebounded from pandemic related shutdowns and supply chains were strained and disrupted. As a result, we worked with our customers beginning in late 2021 and throughout 2022 to establish index-based agreements which enable us to pass on a significant portion of commodity-related inflation to the customer. These agreements have reduced our exposure to commodity related risk and volatility beginning in 2023 and going forward. In addition, we continue to see significant inflationary pressure on wages, energy, transportation and other general costs. As such, we will continue to work on an ongoing basis with our customers and suppliers to mitigate both inflationary pressures and our material-related cost exposures through a combination of expanded index-based agreements mentioned above and other commercial enhancements.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in Note 2. “Basis of Presentation and Summary of Significant Accounting Policies” to the consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data” of this Report. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. These policies require the most difficult, subjective or complex judgments that management makes in the preparation of the financial statements and accompanying notes. We consider an accounting estimate to be critical if (i) it requires us to make assumptions about matters that were uncertain at the time we were making the estimate, and (ii) changes in the estimate or different estimates that we could have selected could have had a material impact on our financial condition or results of operations. Such critical accounting estimates are discussed below. For these, materially different amounts could be reported under varied conditions and assumptions. While other items in our consolidated financial statements require estimation, however, in our judgment, they are not as critical as those discussed below.

Goodwill. Goodwill is tested for impairment by reporting unit as of October 1 of each year or more frequently if events or circumstances indicate that an impairment may exist. For our goodwill analysis, fair value is based on the cash flows projected in the reporting units’ strategic plans and long-range planning forecasts, discounted at a risk-adjusted rate of return. Our long-range planning forecasts are based on our assessment of revenue growth rates generally based on industry specific data, external vehicle build assumptions published by widely used external sources, and customer market share data based on known and targeted awards over a three-year period. The projected profit margin assumptions included in the plans are based on the current cost structure and adjustments for anticipated cost reductions or increases. If different assumptions were used in these plans, the related cash flows used in measuring fair value could be different and impairment of goodwill might be recorded. The annual goodwill impairment analysis for 2023 resulted in no impairment for the North America and Industrial Specialty Group reporting units. Additionally, a hypothetical 10 percent decrease in the fair value of these reporting units would not impact our conclusion that goodwill was not impaired. See Note 9. “Goodwill and Intangible Assets” to the consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data” of this Report for additional information.

Long-Lived Assets. We monitor our long-lived assets for impairment indicators on an ongoing basis. If impairment indicators exist, we analyze the undiscounted cash flows expected to be generated from the long-lived assets compared to the related net book values. If the net book value exceeds the undiscounted cash flows, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived assets. Fair value of machinery and equipment is based upon either estimated salvage value or estimated orderly liquidation value. Fair value of leased buildings is based on a discounted cash flow approach. Fair value of owned buildings is based on a sales comparison approach or cost approach. Cash flows are estimated using internal budgets based on recent sales data, independent automotive production volume estimates and customer commitments, as well as assumptions related to discount rates. Changes in economic or operating conditions impacting these estimates and assumptions could result in the impairment of long-lived assets. In 2023, 2022 and 2021, we recorded impairment charges related to buildings and machinery and equipment. See Note 8. “Property, Plant and Equipment” to the consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data” of this Report for additional information.

Income Taxes. In determining the provision for income taxes for financial statement purposes, we make estimates and judgments which affect our evaluation of the carrying value of our deferred tax assets as well as our calculation of certain tax liabilities. We evaluate the carrying value of our deferred tax assets on a quarterly basis. In completing this evaluation, we consider all available positive and negative evidence. Such evidence includes historical operating results, the existence of cumulative earnings and losses in the most recent fiscal years, taxable income in prior carryback year(s) if permitted under the tax law, expectations for future pretax operating income which considers forecasted revenue trends within the automotive industry, the time period over which our temporary differences will reverse, and the implementation of feasible and prudent tax planning strategies. Deferred tax assets are reduced by a valuation allowance if, based on the weight of this evidence, it is more likely than not that all or a portion of the recorded deferred tax assets will not be realized in future periods.

Concluding that a valuation allowance is not required is difficult when there is significant negative evidence which is objective and verifiable, such as cumulative losses in recent years. We utilize three years’ cumulative pre-tax book results adjusted for significant permanent book to tax differences as a measure of cumulative results in recent years. In certain jurisdictions, our analysis indicates that we have cumulative three-year historical losses on this basis. This is considered significant negative evidence which is difficult to overcome. However, the three-year loss position is not solely determinative, and, accordingly, management considers all other available positive and negative evidence in its analysis. In the U.S. and certain foreign jurisdictions, we concluded that it is more likely than not that the net deferred tax assets may not be realized in the future. Accordingly, we continue to maintain and adjust as appropriate the valuation allowance related to those net deferred tax assets. However, since future financial results may differ from previous estimates, periodic adjustments to our valuation allowances may be necessary.

In addition, the calculation of our tax benefits and liabilities includes uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We recognize tax benefits and liabilities based on our estimate of whether, and the extent to which, additional taxes will be due. We adjust these liabilities based on changing facts and circumstances; however, due to the complexity of some of these uncertainties and the impact of any tax audits, the ultimate resolutions may be materially different from our estimated liabilities. See Note 15. “Income Taxes” to the consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data” of this Report for additional information.

Pensions and Postretirement Benefits Other Than Pensions. Included in our results of operations are significant pension and postretirement benefit costs, which are measured using actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, mortality rates, expected returns on plan assets and health care cost trend rates. These assumptions are determined as of the current year measurement date. We consider current market conditions, including changes in interest rates, in making these assumptions. Changes in pension and postretirement benefit costs may occur in the future due to changes in these assumptions. Experience gains and losses as well as the effects of changes in actuarial assumptions are recognized in other comprehensive income. Cumulative actuarial gains and losses in excess of 10% of the projected benefit obligations or the fair value of plan assets for a particular plan are amortized over the average future service period of the employees in that plan. Our net pension and postretirement benefit costs (income), which included non-cash net pension settlement losses of $16.0 million, were approximately $26.1 million and $(0.7) million, respectively, for the year ended December 31, 2023. Note that the settlement charge primarily resulted from the approved termination of a certain U.S. pension plan and the resulting partial settlement of that plan through lump sum payments to eligible plan participants. See Note 12. "Pension" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for additional information.

To develop the discount rate for each pension plan, the expected cash flows underlying the plan's benefit obligations were discounted using a December 31, 2023 pension index to determine a single equivalent rate. To develop our expected return on plan assets, we considered historical long-term asset return experience, the expected investment portfolio mix of plan assets and an estimate of long-term investment returns.

Weighted average assumptions used to determine pension benefit obligations as of December 31, 2023 were as follows:

	U.S.	Non-U.S.
Discount rate	4.70%	4.00%
Rate of compensation increase	N/A (*)	3.20%
Cash balance interest credit rate	2.41%	N/A

Weighted average assumptions used to determine net periodic benefit costs for the year ended December 31, 2023 were as follows:

	U.S.	Non-U.S.
Discount rate	4.55%	4.45%
Expected return on plan assets	4.50%	3.84%
Rate of compensation increase	N/A (*)	3.01%

* As the U.S. plans are frozen, the rate of compensation increase was not applicable.

The sensitivity of our pension cost and obligations to changes in key assumptions, holding all other assumptions constant, is as follows:

Change in assumption	Impact on 2024 net periodic benefit cost	Impact on PBO as of December 31, 2023
1% increase in discount rate	- $8.1 million	- $26.1 million
1% decrease in discount rate	+ $12.2 million	+ $31.2 million
1% increase in expected return on plan assets	- $0.7 million	-
1% decrease in expected return on plan assets	+ $0.7 million	-

Excluding the impact of any future potential settlement charges associated with the termination of a certain U.S. pension plan (which the Company estimates will range from $50 million to $60 million), aggregate pension net periodic benefit cost is forecasted to be approximately $7.4 million in 2024. Refer to Note 12. "Pension" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for further information regarding the expected termination of a certain U.S. pension plan.

Health care cost trend rates are assumed to reflect market trend, actual experience and future expectations. Health care cost trend rate assumptions used to determine the postretirement benefit obligations as of December 31, 2023 were as follows:

	U.S.	Non-U.S.
Health care cost trend rate	6.50%	5.00%
Ultimate health care cost trend rate	4.50%	5.00%
Year that the rate reaches the ultimate trend rate	2031	N/A

Aggregate other postretirement net periodic benefit income is forecasted to be approximately $1.3 million in 2024.

The Company's policy is to fund pension plans such that sufficient assets will be available to meet future benefit requirements and contribute amounts deductible for United States federal income tax purposes or amounts required by local statute. The Company estimates it will make funding cash contributions to its U.S. and non-U.S. pension plans of approximately

$10.0 million and $0.4 million, respectively in 2024. The expected cash contributions to the Company's U.S. pension plans primarily relates to the expected termination of a certain U.S. pension plan.

The Company does not prefund its postretirement benefit obligations. Rather, payments are made as costs are incurred by covered retirees. We expect net other postretirement benefit payments to be approximately $2.1 million in 2024.

Historical Periods

Refer to Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K for the fiscal year ended December 31, 2022 for discussion of the Results of Operations, Segment Results of Operations, and Liquidity and Capital Resources for the year ended December 31, 2022 compared to the year ended December 31, 2021, which is incorporated by reference herein.

Results of Operations

	Year Ended December 31, 2023	Year Ended December 31, 2022	Change 2023 vs. 2022
	(Dollar amounts in thousands)		
Sales	$ 2,815,879	$ 2,525,391	$ 290,488
Cost of products sold	2,525,103	2,395,600	129,503
Gross profit	290,776	129,791	160,985
Selling, administration & engineering expenses	215,741	199,455	16,286
Gain on sale of businesses, net	(586)	—	(586)
Gain on sale of fixed assets, net	—	(33,391)	33,391
Amortization of intangibles	6,804	6,715	89
Restructuring charges	18,018	18,304	(286)
Impairment charges	4,768	43,710	(38,942)
Operating profit (loss)	46,031	(105,002)	151,033
Interest expense, net of interest income	(130,077)	(78,514)	(51,563)
Equity in earnings (losses) of affiliates	3,281	(8,817)	12,098
Loss on refinancing and extinguishment of debt	(81,885)	—	(81,885)
Pension settlement and curtailment charges	(16,035)	(2,682)	(13,353)
Other expense, net	(15,698)	(5,485)	(10,213)
Loss before income taxes	(194,383)	(200,500)	6,117
Income tax expense	8,933	17,291	(8,358)
Net loss	(203,316)	(217,791)	14,475
Net loss attributable to noncontrolling interests	1,331	2,407	(1,076)
Net loss attributable to Cooper-Standard Holdings Inc.	$ (201,985)	$ (215,384)	$ 13,399

Year Ended December 31, 2023 Compared to Year Ended December 31, 2022.

Sales

	Year Ended December 31, 2023	Year Ended December 31, 2022	Change	Variance Due To: Volume / Mix*	Variance Due To: Foreign Exchange	Variance Due To: Divestitures
	(Dollar amounts in thousands)					
Total sales	$ 2,815,879	$ 2,525,391	$ 290,488	$ 315,220	$ (4,644)	$ (20,088)

* Net of customer price adjustments, including recoveries and the impact of work stoppages initiated by certain labor unions in North America in 2023.

Sales for the year ended December 31, 2023 increased 11.5%, compared to the year ended December 31, 2022. The increase in sales was driven by volume and mix, mainly higher vehicle production volume due to the stabilization of the supply environment, elimination of prior year COVID-19 related restrictions in China and net customer price adjustments including recovery of cost increases. This increase was partially offset by the negative impact of work stoppages initiated by certain labor unions in North America in 2023, foreign exchange and the divestitures of our European technical rubber products business and a joint venture in the Asia Pacific region. See Note 4. "Divestitures and Deconsolidations" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for additional information.

Gross Profit

	Year Ended December 31,			Variance Due To:		
	2023	**2022**	**Change**	**Volume / Mix***	**Foreign Exchange**	**Cost (Decreases) / Increases****
			(Dollar amounts in thousands)			
Cost of products sold	$ 2,525,103	$ 2,395,600	$ 129,503	$ 144,071	$ 6,278	$ (20,846)
Gross profit	290,776	129,791	160,985	171,149	(10,922)	758
Gross profit percentage of sales	10.3 %	5.1 %				

* Net of customer price adjustments, including recoveries and the impact of work stoppages initiated by certain labor unions in North America in 2023.

** Net of divestitures.

Cost of products sold is primarily comprised of materials, labor, manufacturing overhead, freight, depreciation, warranty costs and other direct operating expenses. Cost of products sold for the year ended December 31, 2023 increased $129.5 million, or 5.4%, compared to the year ended December 31, 2022. Materials comprise the largest component of our cost of products sold and represented approximately 51% of total cost of products sold for each of the years ended December 31, 2023 and December 31, 2022. The change in cost of products sold was impacted by higher volume and mix, inflation of labor and overhead cost, higher compensation-related costs, increased energy costs and the negative impact of foreign exchange. These costs were partially offset by manufacturing and purchasing savings through lean initiatives, favorable commodity costs and the divestitures of our European technical rubber products business and a joint venture in the Asia Pacific region.

Gross profit for the year ended December 31, 2023 increased $161.0 million compared to the year ended December 31, 2022. As a percentage of sales, gross profit was 10.3% and 5.1% for the years ended December 31, 2023 and 2022, respectively. The change was driven by volume and mix, net of customer price adjustments including recovery of cost increases, manufacturing and purchasing savings through lean initiatives and favorable commodity costs, partially offset by labor, overhead and energy inflation and unfavorable foreign exchange.

Selling, Administration and Engineering Expenses. Selling, administration and engineering expenses include administrative expenses as well as product engineering and design and development costs. Selling, administration and engineering expenses for the year ended December 31, 2023 were $215.7 million, or 7.7% of sales, compared to $199.5 million, or 7.9% of sales, for the year ended December 31, 2022. The increase was primarily due to higher compensation-related costs, partially offset by salaried headcount initiative savings and foreign exchange.

Gain on Sale of Businesses, Net. Gain on sale of businesses, net for the year ended December 31, 2023 was $0.6 million, due to the net effect of our 2023 divestitures, which included the sale of our European technical rubber products business and the sale of our entire controlling equity interest of a joint venture in the Asia Pacific region.

Gain on Sale of Fixed Assets, Net. Gain on sale of fixed assets, net for the year ended December 31, 2022 was $33.4 million, due to the net gain on the sale-leaseback of a European facility.

Amortization of Intangibles. Intangibles amortization for the year ended December 31, 2023 was relatively consistent compared to the year ended December 31, 2022.

Impairment Charges. Non-cash asset impairment charges of $4.8 million and $43.7 million for the years ended December 31, 2023 and 2022, respectively, related to property, plant and equipment impairment charges.

Restructuring Charges. Restructuring charges for the year ended December 31, 2023 decreased $0.3 million compared to the year ended December 31, 2022. Our restructuring actions include plant and other facility closures and workforce reductions and are initiated to maintain our competitive footprint or in response to changes in global and regional automotive markets. The decrease was primarily driven by lower restructuring charges in Asia Pacific and Europe, partially offset by higher restructuring charges in North America.

Interest Expense, Net. Net interest expense for the year ended December 31, 2023 increased $51.6 million compared to the year ended December 31, 2022, primarily due to an increase in interest rates on the new debt subsequent to the Refinancing Transactions (as further described in Liquidity and Capital Resources).

Loss on Refinancing and Extinguishment of Debt. Loss on refinancing and extinguishment of debt for the year ended December 31, 2023 was $81.9 million, which resulted from certain fees and the partial write off of new and unamortized debt issuance costs and unamortized original issue discount related to the Refinancing Transactions (as further described in Liquidity and Capital Resources).

Pension Settlement and Curtailment Charges. Non-cash pension settlement charges of $16.0 million for the year ended December 31, 2023 primarily related to lump sum payments paid to eligible participants from plan assets as part of the approved termination of a U.S. pension plan. Non-cash settlement and curtailment charges of $2.7 million for the year ended December 31, 2022 primarily related to a curtailment regarding the approved termination of the aforementioned U.S. pension plan and settlements related to our non-U.S. pension plans. See Note 12. "Pension" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for additional information.

Other Expense, Net. Other expense, net for the year ended December 31, 2023 increased $10.2 million compared to the year ended December 31, 2022, primarily due to the unfavorable impact of foreign currency exchange and increased net periodic benefit cost other than service cost, partially offset by a loss on deconsolidation of a joint venture in the prior year period.

Income Tax Expense. Income tax expense for the year ended December 31, 2023 was $8.9 million on losses before taxes of $194.4 million. This compared to an income tax of $17.3 million on losses before taxes of $200.5 million for the year ended December 31, 2022. The tax expense in 2023 and 2022 differed from the statutory rate primarily due to incremental valuation allowances recorded on tax losses generated in the U.S. and certain foreign jurisdictions, the mix of income between the U.S. and foreign sources, tax credits and incentives, and other nonrecurring discrete items.

Segment Results of Operations

For the periods presented herein, our business was organized into the following reportable segments: North America, Europe, Asia Pacific and South America. All other business activities were reported in Corporate, eliminations and other. Effective January 1, 2024, we changed our management reporting structure with the launch of global product line-focused business segments and the chief operating decision maker will prospectively begin to assess operating performance by product line rather than geography. As a result, beginning with the first quarter of 2024, we expect to report our financial results in two reportable segments based on product line: Sealing Systems and Fluid Handling Systems.

We use segment adjusted EBITDA as the measure of earnings to assess the performance of each segment and determine the resources to be allocated to the segments. We have defined adjusted EBITDA as net income before interest, taxes, depreciation, amortization, restructuring expense, and special items.

The following tables presents sales and segment adjusted EBITDA for each of the reportable segments.

Year Ended December 31, 2023 Compared with Year Ended December 31, 2022

Sales

	Year Ended December 31,			Variance Due To:		
	2023	**2022**	**Change**	**Volume / Mix***	**Foreign Exchange**	**Divestitures**
	(Dollar amounts in thousands)					
Sales to external customers						
North America	$ 1,486,100	$ 1,341,099	$ 145,001	$ 150,423	$ (5,422)	$ —
Europe	648,256	503,672	144,584	128,224	16,360	—
Asia Pacific	452,441	443,126	9,315	31,221	(19,510)	(2,396)
South America	125,629	100,420	25,209	21,396	3,813	—
Total Automotive	2,712,426	2,388,317	324,109	331,264	(4,759)	(2,396)
Corporate, eliminations and other	103,453	137,074	(33,621)	(16,044)	115	(17,692)
Consolidated	$ 2,815,879	$ 2,525,391	$ 290,488	$ 315,220	$ (4,644)	$ (20,088)

* Net of customer price adjustments, including recoveries and the impact of work stoppages initiated by certain labor unions in North America in 2023.

- Volume and mix, net of customer price adjustments including recoveries, was mainly driven by vehicle production volume increases due to the stabilization of the supply environment and elimination of prior year COVID-19 related restrictions in China. It was partially offset by the negative impact of work stoppages initiated by certain labor unions in North America in 2023.
- The net impact of foreign currency exchange was primarily related to the Chinese Renminbi, Euro and Canadian Dollar.

Segment adjusted EBITDA

	Year Ended December 31,			Variance Due To:		
	2023	**2022**	**Change**	**Volume / Mix***	**Foreign Exchange**	**Cost (Increases)/Decreases****
	(Dollar amounts in thousands)					
Segment adjusted EBITDA						
North America	$ 125,580	$ 70,819	$ 54,761	$ 89,441	$ (19,736)	$ (14,944)
Europe	25,258	(37,137)	62,395	64,711	(175)	(2,141)
Asia Pacific	26,429	1,556	24,873	9,888	(888)	15,873
South America	10,692	97	10,595	6,858	3,037	700
Total Automotive	187,959	35,335	152,624	170,898	(17,762)	(512)
Corporate, eliminations and other	(20,883)	2,533	(23,416)	251	(217)	(23,450)
Consolidated adjusted EBITDA	$ 167,076	$ 37,868	$ 129,208	$ 171,149	$ (17,979)	$ (23,962)

* Net of customer price adjustments, including recoveries and the impact of work stoppages initiated by certain labor unions in North America in 2023.

** Net of divestitures.

- Volume and mix, net of customer price adjustments including recoveries, was mainly driven by vehicle production volume increases due to the stabilization of the supply environment.
- The net impact of foreign currency exchange was primarily related to Mexican Peso and Brazilian Real.
- The Cost (Increases) / Decreases category above includes:
  - Commodity cost and inflationary economics;
  - Manufacturing and purchasing savings through lean initiatives; and
  - Increased compensation-related expenses.

Liquidity and Capital Resources

Short and Long-Term Liquidity Considerations and Risks

The sources to fund our ongoing working capital, capital expenditures, debt service and other funding requirements are a combination of cash flows from operations, cash on hand, borrowings under our senior asset-based revolving credit facility (“ABL Facility”) and receivables factoring. We utilize intercompany loans and equity contributions to fund our worldwide operations. There may be country-specific regulations which may restrict or result in increased costs in the repatriation of these funds. See Note 10. “Debt and Other Financing” to the consolidated financial statements in Item 8. “Financial Statements and Supplementary Data” of this Report for additional information.

We continue to actively preserve cash and enhance liquidity, including decreasing our capital expenditures as a percent of sales. We continuously monitor and forecast our liquidity situation in light of automotive industry, customer and economic factors, and take the necessary actions to preserve our liquidity and evaluate other financial alternatives that may be available to us should the need arise. Our ability to fund our working capital needs, debt payments and other obligations, and to comply with the financial covenants, including borrowing base limitations, under our ABL Facility, depend on our future operating performance and cash flows and many factors outside of our control, including the costs of raw materials, the state of the overall automotive industry and financial and economic conditions, including work stoppages and the continued impact of public health events, and other factors. Based on those actions and current projections of light vehicle production and customer demand for our products, we believe that our cash flows from operations, cash on hand, availability under our ABL Facility and receivables factoring will enable us to meet our ongoing working capital requirements, capital expenditures, debt service and other funding requirements for the foreseeable future, despite the challenges facing the industry.

Cash Flows

Operating Activities. Net cash provided by operating activities was $117.3 million for the year ended December 31, 2023, compared to net cash used in operating activities of $36.2 million for the year ended December 31, 2022. The net change was primarily due to improved operating performance partially offset by changes in working capital balances, including the receipt of $54.3 million in cash payments from the United States Internal Revenue Service for tax refunds related to net operating loss carrybacks in the year ended December 31, 2022.

Investing Activities. Net cash used in investing activities was $65.0 million for the year ended December 31, 2023, compared to net cash used in investing activities of $17.9 million for the year ended December 31, 2022. The net change was primarily related to proceeds of $50.0 million related to the sale-leaseback of a certain European facility which were received in the year ended December 31, 2022, compared with net proceeds of $15.4 million related to our 2023 divestitures which were received in the year ended December 31, 2023. We expect capital expenditures in 2024 to be relatively consistent with 2023, primarily as part of initiatives to consistently lower overall capital spending. We anticipate that we will spend approximately $75 - $85 million on capital expenditures in 2024.

Financing Activities. Net cash used in financing activities totaled $81.1 million for the year ended December 31, 2023, compared to net cash provided by financing activities of $4.3 million for the year ended December 31, 2022. The change was primarily due to the impact of the Refinancing Transactions (as defined below).

Refinancing Transactions

On January 27, 2023 (the “Settlement Date”), the Company, Cooper-Standard Automotive Inc. (the “Issuer”), a wholly-owned subsidiary of the Company, and certain other of the Company’s direct and indirect subsidiaries completed certain refinancing transactions (the “Refinancing Transactions”) consisting of: (i) the exchange (the “Exchange Offer”) of $357.4 million aggregate principal amount of the Issuer’s then existing 5.625% Senior Notes due 2026 (the “2026 Senior Notes”) (representing 89.36% of the aggregate principal amount outstanding of the 2026 Senior Notes) for $357.4 million aggregate principal amount of the Issuer’s newly issued 5.625% Cash Pay / 10.625% PIK Toggle Senior Secured Third Lien Notes due 2027 (the “Third Lien Notes”), (ii) the issuance by the Issuer (the “Concurrent Notes Offering”) of $580.0 million aggregate principal amount of 13.50% Cash Pay / PIK Toggle Senior Secured First Lien Notes due 2027 (the “First Lien Notes” and, together with the Third Lien Notes, the “New Notes”) to holders of 2026 Senior Notes or their designees who participated in the Exchange Offer, including to certain backstop commitment parties who committed to purchase the First Lien Notes not otherwise subscribed for, (iii) the related consent solicitation (the “Consent Solicitation”) to remove substantially all of the covenants, certain events of default and certain other provisions contained in the 2026 Senior Notes and the indenture governing the 2026 Senior Notes and to release and discharge the guarantee of the 2026 Senior Notes by the Company, (iv) the effectiveness of the Third Amendment (as defined below) to the ABL Facility and (v) the use of proceeds from the Concurrent Notes Offering, together with cash on hand, to prepay all amounts outstanding under the Term Loan Facility (as defined below) at par, plus any accrued and unpaid interest thereon, to redeem the Issuer's existing 2024 Senior Secured Notes (as defined below), including the prepayment premium and any accrued and unpaid interest thereon, and to pay fees and expenses related to the Refinancing Transactions. As a result of the Refinancing Transactions, the Issuer extended the maturities of its indebtedness and reduced the amount of cash interest it is required to pay on such indebtedness for the next two years. The Company recognized a loss on the refinancing and extinguishment of debt of $81.9 million during the year ended December 31, 2023. Additionally, the Company incurred total fees of $91.8 million associated with the Refinancing Transactions, of which $87.6 million were paid during the year ended December 31, 2023 and $4.2 million were paid during 2022. The fees paid during the year ended December 31, 2023 are reflected as a financing outflow in the consolidated statement of cash flows. Of the fees paid during the year ended December 31, 2023, $73.4 million was included in the loss on the refinancing and extinguishment of debt referenced above, $13.2 million is presented as a direct deduction from the principal balance in the consolidated balance sheet, and $1.0 million related to amending the ABL Facility is recorded in other long-term assets in the consolidated balance sheet.

New Notes

On the Settlement Date, the Issuer issued $580.0 million aggregate principal amount of First Lien Notes pursuant to an indenture, dated as of the Settlement Date (the "First Lien Notes Indenture"), by and among the Issuer, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the "First Lien Collateral Agent").

The First Lien Notes will mature on March 31, 2027. The First Lien Notes bear interest at the rate of 13.50% per annum, payable in cash; provided, however, that for the first four interest periods after the Settlement Date, the Issuer has the option, in its sole discretion, to pay up to 4.50% of such interest on the First Lien Notes, in such amount as specified by the Issuer, by increasing the principal amount of the outstanding First Lien Notes or, in limited circumstances as described in the First Lien Notes Indenture, by issuing additional First Lien Notes. As of December 31, 2023, the aggregate principal amount of the First Lien Notes of $596.0 million recognized in the consolidated balance sheet reflects the election that was made by the Company to pay 4.50% of the first three interest payments (June 2023, December 2023 and June 2024) as payment-in-kind. Interest on the First Lien Notes is payable semi-annually in arrears on June 15 and December 15 of each year, and commenced on June 15, 2023.

As of December 31, 2023, the Company had $8.2 million of unamortized debt issuance costs and $0.3 million of unamortized original issue discount related to the First Lien Notes, which are presented as direct deductions from the principal balance in the consolidated balance sheet. Both the debt issuance costs and the original issue discount are amortized into interest expense over the term of the First Lien Notes.

On the Settlement Date, the Issuer issued $357.4 million aggregate principal amount of Third Lien Notes pursuant to an indenture, dated as of the Settlement Date (the "Third Lien Notes Indenture"), by and among the Issuer, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the "Third Lien Collateral Agent").

The Third Lien Notes will mature on May 15, 2027. The Third Lien Notes bear interest at the rate of 5.625% per annum, payable in cash; provided, however, that for the first four interest periods after the Settlement Date, the Issuer has the option, in its sole discretion, to instead pay such interest at 10.625% per annum either by increasing the principal amount of the outstanding Third Lien Notes or, in limited circumstances as described the Third Lien Notes Indenture, by issuing additional Third Lien Notes. As of December 31, 2023, the aggregate principal amount of the Third Lien Notes of $386.7 million recognized in the consolidated balance sheet reflects the election that was made by the Company to fully pay the first two interest payments (June 2023 and December 2023) on the Third Lien Notes as payment-in-kind. The Company has elected to pay the third interest payment, due June 15, 2024, on the Third Lien Notes in cash. Interest on the Third Lien Notes is payable semi-annually in arrears on June 15 and December 15 of each year, and commenced on June 15, 2023.

Debt issuance costs related to the Third Lien Notes are amortized into interest expense over the term of the Third Lien Notes. As of December 31, 2023, the Company had $5.1 million of unamortized debt issuance costs related to the Third Lien Notes, which are presented as a direct deduction from the principal balance in the consolidated balance sheet.

In connection with the issuance of the New Notes, the First Lien Collateral Agent, the Third Lien Collateral Agent, the collateral agent under the ABL Facility (the "ABL Facility Collateral Agent"), the Issuer, Holdings and the several other parties named therein entered into the First Lien and Third Lien Intercreditor Agreement, providing for the relative priorities of their respective security interests in the assets securing the First Lien Notes, the Third Lien Notes and the ABL Facility, and certain other matters relating to the administration of security interests.

For additional information regarding the guarantees, covenants and events of default with respect to the New Notes, see Note 10. “Debt and Other Financing” to the consolidated financial statements in Item 8. “Financial Statements and Supplementary Data” of this Report.

2026 Senior Notes

On November 2, 2016, the Issuer issued $400.0 million aggregate principal amount of 2026 Senior Notes. On the Settlement Date, in connection with the Refinancing Transactions, the Issuer completed the Exchange Offer and delivered $357.4 million aggregate principal amount of the exchanged 2026 Senior Notes to the trustee for cancellation. Following the completion of the Exchange Offer, $42.6 million aggregate principal amount of the 2026 Senior Notes remain outstanding.

The 2026 Senior Notes are guaranteed by each of the Issuer’s wholly-owned existing or subsequently organized U.S. subsidiaries, subject to certain exceptions, to the extent such subsidiary guarantees the ABL Facility. The Issuer may, at its option, redeem all or part of the 2026 Senior Notes at various points in time prior to maturity, as described in the indenture governing the 2026 Senior Notes. The 2026 Senior Notes will mature on November 15, 2026. Interest on the 2026 Senior Notes is payable semi-annually in arrears in cash on May 15 and November 15 of each year.

The Company paid approximately $7.1 million of debt issuance costs in connection with the issuance of the 2026 Senior Notes. The debt issuance costs are being amortized into interest expense over the term of the 2026 Senior Notes. As of December 31, 2023 and December 31, 2022, the Company had $0.2 million and $2.7 million, respectively, of unamortized debt issuance costs related to the 2026 Senior Notes, which is presented as a direct deduction from the principal balance in the consolidated balance sheets.

2024 Senior Secured Notes

On May 29, 2020, the Issuer issued $250.0 million aggregate principal amount of its 13.000% Senior Secured Notes due 2024 (the “2024 Senior Secured Notes”), pursuant to an indenture, dated as of May 29, 2020, by and among the Issuer, the other guarantors party thereto and U.S. Bank National Association, as trustee. In the first quarter of 2023, in connection with the Refinancing Transactions, the Issuer redeemed all of the outstanding 2024 Senior Secured Notes on the Settlement Date at the redemption price of 106.500% of the principal amount thereof, plus accrued and unpaid interest thereon.

The Company paid approximately $6.4 million of debt issuance costs in connection with the issuance of the 2024 Senior Secured Notes. Additionally, the 2024 Senior Secured Notes were issued at a discount of $5.0 million. As of December 31, 2022, the Company had $3.0 million of unamortized debt issuance costs and $2.5 million of unamortized original issue discount related to the 2024 Senior Secured Notes, which were presented as direct deductions from the principal balance in the consolidated balance sheet. Both the debt issuance costs and the original issue discount were amortized into interest expense over the term of the 2024 Senior Secured Notes.

ABL Facility

On November 2, 2016, Holdings, Cooper-Standard Automotive Inc. (the “U.S. Borrower”), Cooper-Standard Automotive Canada Limited (the “Canadian Borrower”), Cooper-Standard Automotive International Holdings B.V. (the “Dutch Borrower”, and, together with the U.S. Borrower and the Canadian Borrower, the “Borrowers”) and certain subsidiaries of the U.S. Borrower, entered into a third amendment and restatement of the ABL Facility. In March 2020, the Borrowers entered into Amendment No. 1 to the Third Amended and Restated Loan Agreement (“the First Amendment”). As a result of the First Amendment, the ABL Facility maturity was extended to March 2025 and the aggregate revolving loan commitment was reduced to $180.0 million. In May 2020, the Borrowers entered into Amendment No. 2 to the Third Amended and Restated Loan Agreement (the “Second Amendment”), which Second Amendment modified certain covenants under the ABL Facility. In December 2022, the Borrowers entered into Amendment No. 3 to the Third Amended and Restated Loan Agreement (the “Third Amendment”), which became effective on the Settlement Date. The Third Amendment provides for the ABL Facility to be amended to:

- permit the U.S. Borrower to issue the New Notes in the Concurrent Notes Offering and Exchange Offer, including the granting of liens, subject to the restrictions set forth in the ABL Facility;
- provide for certain of the U.S. Borrower’s wholly-owned subsidiaries organized in Costa Rica, France, Mexico, the Netherlands, Romania and certain other jurisdictions specified from time to time to become guarantors under the ABL Facility;
- authorize the ABL Facility Collateral Agent to enter into an intercreditor agreement with the collateral trustees for the New Notes; and
- remove the Dutch Borrower as a borrower under the ABL Facility.

The aggregate revolving loan availability includes a $100.0 million letter of credit sub-facility and a $25.0 million swing line sub-facility. The ABL Facility also provides for an uncommitted $100.0 million incremental loan facility, for a potential total ABL Facility of $280.0 million (if requested by the Borrowers and the lenders agree to fund such increase). No consent of any lender (other than those participating in the increase) is required to effect any such increase. The Company's borrowing base as of December 31, 2023 was $169.5 million and the monthly fixed charge coverage ratio was at a level that provided the Company full access to the borrowing base. Net of $7.1 million of outstanding letters of credit, the Company effectively had $162.4 million available for borrowing under its ABL Facility.

As of December 31, 2023 and December 31, 2022, there were no borrowings under the ABL Facility.

Maturity. Any borrowings then outstanding under our ABL Facility will mature, and the commitments of the lenders under our ABL Facility will terminate, on March 24, 2025.

Borrowing Base. As of the Settlement Date, the loan and letter of credit availability under the ABL Facility is subject to a borrowing base, which at any time is limited to the lesser of: (A) the maximum facility amount (subject to certain adjustments) and (B) (i) up to 85% of eligible accounts receivable; plus (ii) the lesser of 70% of eligible inventory or 85% of the appraised net orderly liquidation value of eligible inventory; plus (iii) up to the lesser of $30.0 million and 85% of eligible tooling accounts receivable; minus reserves established by the ABL Facility Collateral Agent. The accounts receivable portion of the borrowing base is subject to certain formulaic limitations (including concentration limits). The inventory portion of the borrowing base is limited to eligible inventory, as determined by the ABL Facility Collateral Agent. The borrowing base is also subject to certain reserves, which are established by the ABL Facility Collateral Agent (which may include changes to the advance rates indicated above). Loan availability under the ABL Facility is apportioned as follows: $160.0 million to the U.S. Borrower and $20.0 million to the Canadian Borrower.

Interest. Borrowings under the ABL Facility bear interest at a rate equal to, at the Borrowers' option:

- in the case of borrowings by the U.S. Borrower, the forward-looking secured overnight funding rate for the applicable interest period ("Term SOFR") (including a credit spread adjustment of 0.11448% or 0.26161%, depending on the applicable interest period) or the base rate plus, in each case, an applicable margin; or
- in the case of borrowings by the Canadian Borrower, bankers' acceptance ("BA") rate, Canadian prime rate or Canadian base rate plus, in each case, an applicable margin.

The applicable margin may vary between 2.00% and 2.50% with respect to the Term SOFR or Canadian BA rate-based borrowings and between 1.00% and 1.50% with respect to U.S. base rate, Canadian prime rate and Canadian base rate borrowings. The applicable margin is subject, in each case, to quarterly pricing adjustments (based on average facility availability).

Fees. The Borrowers are required to pay a fee in respect of committed but unutilized commitments. The ABL Facility also requires the payment of customary agency and administrative fees.

Voluntary Prepayments. The Borrowers are able to voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans, in each case, in whole or in part, at any time without premium or penalty (other than customary breakage and related reemployment costs with respect to repayments of SOFR-based borrowings).

Debt Issuance Costs. As of December 31, 2023 and December 31, 2022, the Company had $0.9 million and $0.5 million, respectively, of unamortized debt issuance costs related to the ABL Facility recorded in other long-term assets in the consolidated balance sheets.

For additional information regarding the guarantees, covenants and events of default with respect to the ABL Facility, see Note 10. "Debt and Other Financing" to the consolidated financial statements in Item 8. "Financial Statements and Supplementary Data" of this Report.

Term Loan Facility

On November 2, 2016, Cooper-Standard Automotive Inc., as borrower, entered into Amendment No. 1 to its senior term loan facility (the "Term Loan Facility"), which provided for loans in an aggregate principal amount of $340.0 million. In connection with the Refinancing Transactions, Cooper-Standard Automotive Inc. repaid the Term Loan Facility in full on the Settlement Date and the Term Loan Facility was terminated.

As of December 31, 2022, the Company had $0.5 million of unamortized debt issuance costs and $0.3 million of unamortized original issue discount related to the Term Loan Facility. Both the debt issuance costs and the original issue discount were amortized into interest expense over the term of the Term Loan Facility.

For a further description of the Term Loan Facility, see Note 10. “Debt and Other Financing” to the consolidated financial statements in Item 8. “Financial Statements and Supplementary Data” of this Report.

Off-Balance Sheet Arrangements

As a part of our working capital management, we sell accounts receivable from certain European customers through a third-party financial institution in off-balance sheet arrangements. The amount sold varies each month based on the amount of underlying receivables and cash flow needs. As of December 31, 2023 and 2022, we had $47.9 million and $52.5 million, respectively, of receivables outstanding under receivable transfer agreements entered into by various locations. For the years ended December 31, 2023 and 2022, total accounts receivable factored were $420.1 million and $355.3 million, respectively. Costs incurred on the sale of receivables were $2.2 million, $0.7 million and $0.5 million for the years ended December 31, 2023, 2022 and 2021, respectively. These amounts are recorded in other expense, net in the consolidated statements of operations. These are permitted transactions under the credit agreements governing the ABL Facility and the indentures governing the New Notes and the 2026 Senior Notes.

Other Capital Transactions Impacting Liquidity

Share Repurchase Program

In June 2018, our Board of Directors approved a common stock repurchase program (the “2018 Program”) authorizing us to repurchase, in the aggregate, up to $150.0 million of our outstanding common stock. Under the 2018 Program, repurchases may be made on the open market, through private transactions, accelerated share repurchases, round lot or block transactions on the New York Stock Exchange or otherwise, as determined by management and in accordance with prevailing market conditions and federal securities laws and regulations. We expect to fund any future repurchases from cash on hand and future cash flows from operations. We are not obligated to acquire a particular amount of securities, and the 2018 Program may be discontinued at any time at our discretion. The 2018 Program was effective beginning November 2018. As of December 31, 2023, we had approximately $98.7 million of repurchase authorization under the 2018 Program.

We did not make any repurchases under the 2018 Program during the years ended December 31, 2023, 2022 or 2021.

Contractual Obligations

Our contractual obligations consist of legal commitments requiring us to make fixed or determinable cash payments, regardless of the contractual requirements of the vendor to provide future goods or services. Except as otherwise disclosed, this table does not include information on our recurring purchase of materials for use in production because our raw materials purchase contracts typically do not require fixed or minimum quantities.

The following table summarizes the total amounts due in future periods under all debt agreements at nominal value, undiscounted finance lease commitments and other contractual obligations as of December 31, 2023:

	Payment due by period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
	(Dollar amounts in millions)				
Debt obligations (a)	$ 1,134.1	$ 48.2	$ 42.6	$ 1,043.3	$ —
Interest on debt obligations (b)	326.4	70.1	221.5	34.8	—
Operating lease obligations	119.4	24.1	33.9	20.6	40.8
Finance lease obligations	28.2	3.7	7.1	6.1	11.3
Total	$ 1,608.1	$ 146.1	$ 305.1	$ 1,104.8	$ 52.1

(a) Debt obligations include assumptions around interest paid in payment-in-kind as further described below.

(b) Assumes (i) the Third Lien Notes interest payment on June 15, 2024 will be paid in cash and the interest payment on December 15, 2024 will be paid in payment-in-kind and (ii) 4.50% of the interest on the First Lien Notes payable on June 15, 2024 and December 15, 2024 will be paid in payment-in-kind. Payment of interest on the Third Lien Notes and the First Lien Notes in payment-in-kind is at the Company’s discretion for the first four interest payments.

In addition to our contractual obligations and commitments set forth in the table above, we have employment arrangements with certain key executives that provide for continuity of management. These arrangements include payments of multiples of annual salary, certain incentives and continuation of benefits upon the occurrence of specified events in a manner believed to be consistent with comparable companies. As of December 31, 2023, the Company had additional operating leases, primarily for real estate, that have not yet commenced with undiscounted lease payments of approximately $1.2 million.

We also have funding requirements with respect to our pension obligations. We expect to make cash contributions to our U.S. and foreign pension plans of approximately $10.0 million and $0.4 million, respectively, in 2024. The expected cash contributions to the Company's U.S. pension plans primarily relates to the expected termination of a certain U.S. pension plan. Our minimum funding requirements after 2024 will depend on several factors, including the investment performance of our retirement plans and prevailing interest rates. Our funding obligations may also be affected by changes in applicable legal requirements. We also have payments due with respect to our postretirement benefit obligations. We do not prefund our postretirement benefit obligations. Rather, payments are made as costs are incurred by covered retirees. We expect net other postretirement benefit payments to be approximately $2.1 million in 2024.

We may be required to make significant cash outlays due to our unrecognized tax benefits. However, due to the uncertainty of the timing of future cash flows associated with our unrecognized tax benefits, we are unable to make reasonably reliable estimates of the period of cash settlement, if any, with the respective taxing authorities. Accordingly, unrecognized tax benefits of $6.3 million as of December 31, 2023 have been excluded from the contractual obligations table above. See Note 15. "Income Taxes" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for additional information.

Excluded from the contractual obligations table above are open purchase orders as of December 31, 2023 for raw materials, supplies and capital expenditures in the normal course of business, supply contracts with customers, distribution agreements, joint venture agreements and other contracts without express funding requirements.

Other Matters

In the third quarter of 2023, we designated Liveline Technologies, Inc. ("Liveline") an unrestricted subsidiary under the terms of certain of its debt agreements, but Liveline remains a wholly-owned subsidiary of Cooper-Standard Automotive Inc. Since being designated as an unrestricted subsidiary, Liveline had $0.6 million of net expenses in 2023. As of December 31, 2023, Liveline had less than $0.1 million of gross assets. Liveline will look to Cooper Standard for necessary funding until it is able to sustain itself through sales of its products and services.

Non-GAAP Financial Measures

In evaluating our business, management considers EBITDA and Adjusted EBITDA to be key indicators of our operating performance. Our management also uses EBITDA and Adjusted EBITDA:

- because similar measures are utilized in the calculation of the financial covenants and ratios contained in our financing arrangements;
- in developing our internal budgets and forecasts;
- as a significant factor in evaluating our management for compensation purposes;
- in evaluating potential acquisitions;
- in comparing our current operating results with corresponding historical periods and with the operational performance of other companies in our industry; and
- in presentations to the members of our board of directors to enable our board of directors to have the same measurement basis of operating performance as is used by management in their assessments of performance and in forecasting and budgeting for our company.

In addition, we believe EBITDA and Adjusted EBITDA and similar measures are widely used by investors, securities analysts and other interested parties in evaluating our performance. We define Adjusted EBITDA as net income (loss) plus income tax expense (benefit), interest expense, net of interest income, depreciation and amortization or EBITDA, as adjusted for items that management does not consider to be reflective of our core operating performance. These adjustments include, but are not limited to, restructuring costs, impairment charges, non-cash fair value adjustments and acquisition-related costs.

EBITDA and Adjusted EBITDA are not financial measurements recognized under U.S. GAAP, and when analyzing our operating performance, investors should use EBITDA and Adjusted EBITDA as a supplement to, and not as alternatives for, net income (loss), operating income, or any other performance measure derived in accordance with U.S. GAAP, nor as an alternative to cash flow from operating activities as a measure of our liquidity. EBITDA and Adjusted EBITDA have limitations as analytical tools, and they should not be considered in isolation or as substitutes for analysis of our results of operations as reported under U.S. GAAP. These limitations include the following:

- they do not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;
- they do not reflect interest expense or cash requirements necessary to service interest or principal payments under our ABL Facility, New Notes, and 2026 Senior Notes;
- they do not reflect certain tax payments that may represent a reduction in cash available to us;
- although depreciation and amortization are non-cash charges, the assets being depreciated or amortized may have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect cash requirements for such replacements; and
- other companies, including companies in our industry, may calculate these measures differently and, as the number of differences in the way companies calculate these measures increases, the degree of their usefulness as a comparative measure correspondingly decreases.

In addition, in evaluating Adjusted EBITDA, it should be noted that in the future, we may incur expenses similar to the adjustments in the below presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by special items.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA from net loss, which is the most comparable financial measure in accordance with U.S. GAAP:

	Year Ended December 31,		
	2023	2022	2021
	(Dollar amounts in thousands)		
Net loss attributable to Cooper-Standard Holdings Inc.	$ (201,985)	$ (215,384)	$ (322,835)
Income tax expense	8,933	17,291	39,392
Interest expense, net of interest income	130,077	78,514	72,511
Depreciation and amortization	109,931	122,476	139,008
EBITDA	$ 46,956	$ 2,897	$ (71,924)
Restructuring charges	18,018	18,304	36,950
Deconsolidation of joint venture (1)	—	2,257	—
Impairment charges (2)	4,768	43,710	25,609
Gain on sale of businesses, net (3)	(586)	—	(696)
Gain on sale of fixed assets, net (4)	—	(33,391)	—
Lease termination costs (5)	—	—	748
Indirect tax adjustments (6)	—	1,409	—
Loss on refinancing and extinguishment of debt (7)	81,885	—	—
Pension settlement and curtailment charges (8)	16,035	2,682	1,279
Adjusted EBITDA	$ 167,076	$ 37,868	$ (8,034)

(1) Loss attributable to deconsolidation of a joint venture in the Asia Pacific region, which required adjustment to fair value.
(2) Non-cash impairment charges in 2023 related to certain assets in Europe and Asia Pacific. Non-cash impairment charges in 2022 related to operating performance and idle assets in certain locations in North America, Europe and Asia Pacific. Impairment charges in 2021 related to fixed assets and goodwill.
(3) Gain on sale of businesses related to divestitures in 2023. In 2021, the Company recorded subsequent adjustments to the net gain on sale of businesses, which related to the 2020 divestiture of our European rubber fluid transfer and specialty sealing businesses, as well as its Indian operations.
(4) In 2022, the Company recognized a gain on a sale-leaseback agreement on one of its European facilities.
(5) Lease termination costs no longer recorded as restructuring charges in accordance with ASC 842, *Leases*.
(6) Impact of indirect tax adjustments in 2022.
(7) Loss on refinancing and extinguishment of debt related to refinancing transactions in 2023.
(8) Non-cash net pension settlement and curtailment charges and administrative fees incurred related to certain of our U.S. and non-U.S. pension plans.

Recent Accounting Pronouncements

See Note 3. "New Accounting Pronouncements" to the consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data" of this Report for additional information.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to fluctuations in interest rates, currency exchange rates and commodity prices. We actively manage our exposure to risk from changes in foreign currency exchange rates through the use of derivative financial instruments in accordance with management's guidelines. We do not enter into derivative instruments for trading or speculative purposes. See Item 8. "Financial Statements and Supplementary Data," specifically Note 11. "Fair Value Measurements and Financial Instruments" to the consolidated financial statements.

Foreign Currency Exchange Rate Risk. We use forward foreign exchange contracts to reduce the effect of fluctuations in foreign exchange rates on a portion of forecasted sales, material purchases and operating expenses. As of December 31, 2023, the notional amount of these contracts was $207.1 million. As of December 31, 2023, the fair value of the Company's forward foreign exchange contracts was an asset of $0.3 million. The potential fair value of the forward foreign exchange contracts from a hypothetical 10% adverse or favorable movement in the foreign currency exchange rates in relation to the U.S. Dollar is as follows:

	December 31, 2023	December 31, 2022
10% strengthening of U.S. Dollar	- $16.4 million	- $1.6 million
10% weakening of U.S. Dollar	+ $21.2 million	+ $21.4 million

These estimates assume a parallel shift in all currency exchange rates and, as a result, may overstate the potential impact to earnings because currency exchange rates do not typically move all in the same direction.

In addition to transactional exposures, our operating results are impacted by the translation of our foreign operating income into U.S. dollars. In 2023, net sales outside of the United States accounted for 78% of our consolidated net sales, although certain non-U.S. sales are U.S. dollar denominated. We do not enter into foreign exchange contracts to mitigate this exposure.

Interest Rates. The Company historically used interest rate swap contracts to create fixed interest payments on variable rate debt instruments in order to manage exposure to fluctuations in interest rates. We did not enter into any interest rate swap contracts in 2023 or 2022. As of December 31, 2023, we did not have any outstanding debt at variable interest rates, and as of December 31, 2022, approximately 38.1% of our total debt was at variable interest rates.

Commodity Prices. We have commodity price risk with respect to purchases of certain raw materials, including natural gas and carbon black. Raw material, energy and commodity costs have been extremely volatile over the past several years. We did not enter into any commodity derivative instruments in 2023 or 2022. We will continue to evaluate, and may use, derivative financial instruments to manage our exposure to raw material, energy and commodity price fluctuations in the future.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Annual Financial Statements

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Cooper-Standard Holdings Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Cooper-Standard Holdings Inc. (the Company) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a)2 (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 16, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment of property, plant and equipment

Description of the Matter	As of December 31, 2023, the Company’s property, plant and equipment balance was $608 million. As discussed in Note 8 to the consolidated financial statements, during 2023 the Company estimated the fair value of property, plant and equipment at certain locations in Europe due to recent operating performance. The Company evaluated its property, plant and equipment in these locations for recoverability and concluded that certain machinery and equipment assets were impaired at one location and recognized a $2.4 million impairment charge, which is the amount by which the carrying value exceeded the estimated fair value of these assets. The carrying value of the real property was below the estimated fair value for each of these locations. Auditing the Company’s impairment measurement involved a high degree of judgment as estimates underlying the determination of fair value of the long-lived assets were based on assumptions affected by current market and economic conditions. The Company determined fair value of machinery and equipment using the estimated orderly liquidation value and fair value of real property using the estimated value-in-exchange value.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company’s process to measure impairments of property, plant and equipment. Our audit procedures included among others, testing controls over the Company’s review of the significant assumptions and methodologies used in the calculation of the fair value of the related assets. Our testing of the Company’s impairment of property, plant and equipment included, among other procedures, evaluating the assumptions used to estimate the fair value of the property, plant and equipment. We reviewed the valuation methodology to assess whether the methodology is widely recognized and appropriate for use in the valuation of the property, plant and equipment, tested significant assumptions and the data used in the valuation, and recalculated the valuation estimate based on the applicable inputs. We also involved our valuation specialists to assist in our assessment of the valuation approach and assumptions used to estimate the fair value.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2005.
Detroit, Michigan
February 16, 2024

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Cooper-Standard Holdings Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Cooper-Standard Holdings Inc.'s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Cooper-Standard Holdings Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a)2 and our report dated February 16, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Detroit, Michigan
February 16, 2024

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollar amounts in thousands except per share amounts)

	Year Ended December 31,		
	2023	**2022**	**2021**
Sales	$ 2,815,879	$ 2,525,391	$ 2,330,191
Cost of products sold	2,525,103	2,395,600	2,242,963
Gross profit	290,776	129,791	87,228
Selling, administration & engineering expenses	215,741	199,455	227,110
Gain on sale of businesses, net	(586)	—	(696)
Gain on sale of fixed assets, net	—	(33,391)	—
Amortization of intangibles	6,804	6,715	7,347
Restructuring charges	18,018	18,304	36,950
Impairment charges	4,768	43,710	25,609
Operating profit (loss)	46,031	(105,002)	(209,092)
Interest expense, net of interest income	(130,077)	(78,514)	(72,511)
Equity in earnings (losses) of affiliates	3,281	(8,817)	(1,728)
Loss on refinancing and extinguishment of debt	(81,885)	—	—
Pension settlement and curtailment charges	(16,035)	(2,682)	(1,279)
Other expense, net	(15,698)	(5,485)	(4,842)
Loss before income taxes	(194,383)	(200,500)	(289,452)
Income tax expense	8,933	17,291	39,392
Net loss	(203,316)	(217,791)	(328,844)
Net loss attributable to noncontrolling interests	1,331	2,407	6,009
Net loss attributable to Cooper-Standard Holdings Inc.	$ (201,985)	$ (215,384)	$ (322,835)
Loss per share:			
Basic	$ (11.64)	$ (12.53)	$ (18.94)
Diluted	$ (11.64)	$ (12.53)	$ (18.94)

The accompanying notes are an integral part of these consolidated financial statements.

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Dollar amounts in thousands)

	Year Ended December 31,		
	2023	**2022**	**2021**
Net loss	$ (203,316)	$ (217,791)	$ (328,844)
Other comprehensive (loss) income:			
Currency translation adjustment	(214)	(18,856)	(2,290)
Benefit plan liabilities adjustment, net of tax	16,102	5,052	40,776
Fair value change of derivatives, net of tax	(8,163)	9,433	(1,892)
Other comprehensive income (loss), net of tax	7,725	(4,371)	36,594
Comprehensive loss	(195,591)	(222,162)	(292,250)
Comprehensive loss attributable to noncontrolling interests	1,913	1,991	6,127
Comprehensive loss attributable to Cooper-Standard Holdings Inc.	$ (193,678)	$ (220,171)	$ (286,123)

The accompanying notes are an integral part of these consolidated financial statements.

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED BALANCE SHEETS
(Dollar amounts in thousands except share amounts)

	December 31,	
	2023	**2022**
Assets		
Current assets:		
Cash and cash equivalents	$ 154,801	$ 186,875
Accounts receivable, net	380,562	358,700
Tooling receivable, net	80,225	95,965
Inventories	146,846	157,756
Prepaid expenses	28,328	31,170
Income tax receivable and refundable credits	11,225	13,668
Value added tax receivable	69,684	44,402
Other current assets	28,915	57,113
Total current assets	900,586	945,649
Property, plant and equipment, net	608,431	642,860
Operating lease right-of-use assets, net	91,126	94,571
Goodwill	140,814	142,023
Intangible assets, net	40,568	47,641
Deferred tax assets	23,792	19,852
Other assets	66,982	70,933
Total assets	$ 1,872,299	$ 1,963,529
Liabilities and Equity		
Current liabilities:		
Debt payable within one year	$ 50,712	$ 54,130
Accounts payable	334,578	338,210
Payroll liabilities	132,422	99,029
Accrued liabilities	116,954	119,463
Current operating lease liabilities	18,577	20,786
Total current liabilities	653,243	631,618
Long-term debt	1,044,736	982,054
Pension benefits	100,578	98,481
Postretirement benefits other than pensions	28,940	31,014
Long-term operating lease liabilities	76,482	77,617
Deferred tax liabilities	5,208	7,052
Other liabilities	52,845	34,501
Total liabilities	1,962,032	1,862,337
Preferred stock, $0.001 par value, 10,000,000 shares authorized; no shares issued and outstanding	—	—
Equity:		
Common stock, $0.001 par value, 190,000,000 shares authorized; 19,263,288 shares issued and 17,197,479 outstanding as of December 31, 2023, and 19,173,838 shares issued and 17,108,029 outstanding as of December 31, 2022	17	17
Additional paid-in capital	512,164	507,498
Retained deficit	(391,816)	(189,831)
Accumulated other comprehensive loss	(201,665)	(209,971)
Total Cooper-Standard Holdings Inc. equity	(81,300)	107,713
Noncontrolling interests	(8,433)	(6,521)
Total equity	(89,733)	101,192
Total liabilities and equity	$ 1,872,299	$ 1,963,529

The accompanying notes are an integral part of these consolidated financial statements.

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Dollar amounts in thousands except share amounts)

	Total Equity							
	Common Shares	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss	Cooper-Standard Holdings Inc. Equity	Noncontrolling Interests	Total Equity
Balance as of December 31, 2020	16,897,085	$ 17	$ 498,719	$ 350,270	$ (241,896)	$ 607,110	$ 17,001	$ 624,111
Share-based compensation, net	94,894	—	5,778	—	—	5,778	—	5,778
Purchase of noncontrolling interest	—	—	—	(1,882)	—	(1,882)	(4,397)	(6,279)
Net loss for 2021	—	—	—	(322,835)	—	(322,835)	(6,009)	(328,844)
Other comprehensive income (loss)	—	—	—	—	36,712	36,712	(118)	36,594
Balance as of December 31, 2021	16,991,979	$ 17	$ 504,497	$ 25,553	$ (205,184)	$ 324,883	$ 6,477	$ 331,360
Share-based compensation, net	116,050	—	3,001	—	—	3,001	—	3,001
Deconsolidation of noncontrolling interest	—	—	—	—	—	—	(11,007)	(11,007)
Net loss for 2022	—	—	—	(215,384)	—	(215,384)	(2,407)	(217,791)
Other comprehensive (loss) income	—	—	—	—	(4,787)	(4,787)	416	(4,371)
Balance as of December 31, 2022	17,108,029	$ 17	$ 507,498	$ (189,831)	$ (209,971)	$ 107,713	$ (6,521)	$ 101,192
Share-based compensation, net	89,450	—	4,666	—	—	4,666	—	4,666
Net loss for 2023	—	—	—	(201,985)	—	(201,985)	(1,331)	(203,316)
Other comprehensive income (loss)	—	—	—	—	8,306	8,306	(581)	7,725
Balance as of December 31, 2023	17,197,479	$ 17	$ 512,164	$ (391,816)	$ (201,665)	$ (81,300)	$ (8,433)	$ (89,733)

The accompanying notes are an integral part of these consolidated financial statements.

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar amounts in thousands)

	Year Ended December 31, 2023	2022	2021
Operating activities:			
Net loss	$ (203,316)	$ (217,791)	$ (328,844)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation	103,127	115,761	131,661
Amortization of intangibles	6,804	6,715	7,347
Gain on sale of businesses, net	(586)	—	(696)
Gain on sale of fixed assets, net	—	(33,391)	—
Impairment charges	4,768	43,710	25,609
Pension settlement and curtailment charges	16,035	2,682	1,279
Share-based compensation expense	7,718	3,259	5,574
Equity in (earnings) losses of affiliates, net of dividends related to earnings	(982)	12,450	4,872
Loss on refinancing and extinguishment of debt	81,885	—	—
Payment-in-kind interest	58,808	—	—
Deferred income taxes	(5,813)	5,653	35,756
Other	4,838	(10,887)	3,222
Changes in operating assets and liabilities:			
Accounts and tooling receivable	(12,333)	(65,712)	52,677
Inventories	6,412	(2,221)	(18,527)
Prepaid expenses	2,924	(5,658)	2,951
Income tax receivable and refundable credits	2,603	68,251	2,221
Accounts payable	6,743	20,591	(25,501)
Payroll and accrued liabilities	16,924	46,177	(45,392)
Other	20,718	(25,739)	30,281
Net cash provided by (used in) operating activities	117,277	(36,150)	(115,510)
Investing activities:			
Capital expenditures	(80,743)	(71,150)	(96,107)
Proceeds from sale of businesses, net of cash divested	15,351	—	—
Proceeds from sale of fixed assets	—	53,288	4,615
Other	424	(30)	230
Net cash used in investing activities	(64,968)	(17,892)	(91,262)
Financing activities:			
Proceeds from issuance of long-term debt, net of debt issuance costs	924,299	—	—
Repayment and refinancing of long-term debt	(927,046)	—	—
Principal payments on long-term debt	(2,127)	(4,178)	(5,533)
(Decrease) increase in short-term debt, net	(1,234)	4,093	14,935
Debt issuance costs and other fees	(74,376)	(4,229)	—
Purchase of noncontrolling interest	—	—	(6,279)
Taxes withheld and paid on employees' share-based payment awards	(214)	(607)	(799)
Contribution from noncontrolling interests and other	(439)	655	885
Net cash (used in) provided by financing activities	(81,137)	(4,266)	3,209
Effects of exchange rate changes on cash, cash equivalents and restricted cash	(918)	(13)	11,113
Changes in cash, cash equivalents and restricted cash	(29,746)	(58,321)	(192,450)
Cash, cash equivalents and restricted cash at beginning of period	192,807	251,128	443,578
Cash, cash equivalents and restricted cash at end of period	$ 163,061	$ 192,807	$ 251,128
Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheet:			
Cash and cash equivalents	$ 154,801	$ 186,875	$ 248,010
Restricted cash included in other current assets	7,244	4,650	961
Restricted cash included in other assets	1,016	1,282	2,157
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 163,061	$ 192,807	$ 251,128
Supplemental disclosure:			
Cash paid for interest	$ 78,699	$ 80,163	$ 73,221
Cash paid (received) for income taxes, net of refunds	10,301	(56,393)	6,741

The accompanying notes are an integral part of these consolidated financial statements.

1. Description of Business

Cooper-Standard Holdings Inc. (together with its consolidated subsidiaries, the “Company” or “Cooper Standard”), through its wholly-owned subsidiary, Cooper-Standard Automotive Inc. (“CSA U.S.”), is a leading manufacturer of sealing and fuel handling systems (consisting of fuel and brake delivery, and fluid transfer systems). The Company’s products are primarily for use in passenger vehicles and light trucks that are manufactured by global automotive original equipment manufacturers (“OEMs”) and replacement markets. The Company conducts substantially all of its activities through its subsidiaries.

The Company believes it is the largest global producer of sealing systems, the second largest global producer of the types of fuel and brake delivery products that it manufactures and the third largest global producer of the types of fluid transfer systems that it manufactures. The Company designs and manufactures its products in each major region of the world through a disciplined and sustained approach to engineering and operational excellence. The Company operates in 78 manufacturing locations and 50 design, engineering, administrative and logistics locations in 21 countries around the world.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). Certain balances in prior periods have been conformed to the current presentation.

Summary of Significant Accounting Policies

Principles of Consolidation – The consolidated financial statements include the accounts of the Company and the wholly-owned and, as applicable, less than wholly-owned subsidiaries controlled by the Company. All material intercompany accounts and transactions have been eliminated. Acquired businesses are included in the consolidated financial statements from the dates of acquisition or when the Company gained control.

The equity method of accounting is followed for investments in which the Company does not have control, but does have the ability to exercise significant influence over operating and financial policies. Generally, this occurs when ownership is between 20% to 50%.

Foreign Currency – The financial statements of foreign subsidiaries are translated to United States (“U.S.”) dollars at the end-of-period exchange rates for assets and liabilities and at a weighted average exchange rate for each period for revenues and expenses. Translation adjustments for those subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) in stockholders’ equity (“AOCI”). Transaction related gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized in earnings as incurred, except for those intercompany balances which are designated as long-term.

Cash and Cash Equivalents – The Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents, for which the book value approximates fair value.

Accounts Receivable – The Company records trade accounts receivable when revenue is recorded in accordance with its revenue recognition policy and relieves accounts receivable when payments are received from customers. Accounts receivable are written off when it is apparent such amounts are not collectible. Generally, the Company does not require collateral for its accounts receivable, nor is interest charged on accounts receivable balances.

The Company receives bank notes from certain of its customers, which are classified as other current assets in the consolidated balance sheets, for certain amounts of accounts receivable, primarily in China. The Company may elect to hold such bank notes until maturity, exchange them with suppliers to settle liabilities, or sell them to third-party financial institutions in exchange for cash.

Allowance for Credit Losses – An allowance for credit losses is established through charges to the provision for credit losses when it is probable that the outstanding receivable or reimbursable tooling will not be collected. The Company evaluates the adequacy of the allowance for credit losses on a periodic basis, including historical trends in collections and write-offs, management’s judgment of the probability of collecting accounts and management’s evaluation of business risk. This evaluation is inherently subjective, as it requires estimates that are susceptible to revision as more information becomes available. The allowance for credit losses was $5,944 and $17,193 as of December 31, 2023 and 2022, respectively.

(Dollar amounts in thousands except per share and share amounts)

Inventories – Inventories are valued at lower of cost or net realizable value. Cost is determined using the first-in, first-out method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs. The Company records inventory reserves for inventory in excess of production and/or forecasted requirements and for obsolete inventory.

	December 31,	
	2023	2022
Finished goods	$ 38,022	$ 39,202
Work in process	38,284	40,521
Raw materials and supplies	70,540	78,033
	$ 146,846	$ 157,756

Derivative Financial Instruments – Derivative financial instruments are utilized by the Company to reduce exposure to foreign currency exchange fluctuations. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. On the date the derivative is established, the Company designates the derivative as either a fair value hedge, a cash flow hedge or a net investment hedge in accordance with its established policy. The Company does not enter into derivative financial instruments for trading or speculative purposes.

Income Taxes – Deferred tax assets or liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if the Company determines that it is more likely than not that the asset will not be realized.

Long-lived Assets – Property, plant and equipment are recorded at cost and depreciated using primarily the straight-line method over estimated useful lives. Leasehold improvements are amortized over the expected life of the asset or term of the lease, whichever is shorter. Intangibles with finite lives, which include customer relationships, supply agreements and land use rights, are amortized over estimated useful lives. The Company evaluates the recoverability of long-lived assets when events and circumstances indicate that the assets may be impaired and the undiscounted net cash flows estimated to be generated by those assets are less than their carrying value. If the net carrying value exceeds the fair value, an impairment loss exists and is calculated based on estimated salvage value, estimated orderly liquidation value or a value-in-exchange approach.

Pre-production Costs Related to Long Term Supply Arrangements – Costs for molds, dies and other tools owned by the Company to produce products under long-term supply arrangements are recorded at cost in property, plant and equipment and amortized over the lesser of three years or the term of the related supply agreement. The amounts capitalized were $3,897 and $4,356 as of December 31, 2023 and 2022, respectively. The Company expenses all pre-production tooling costs related to customer-owned tools for which reimbursement is not contractually guaranteed by the customer. Reimbursable tooling costs are recorded in tooling receivable in the accompanying consolidated balance sheets if considered to be receivable in the next twelve months, and in other assets if considered to be receivable beyond twelve months. Tooling receivable for customer-owned tooling as of December 31, 2023 and 2022 was $80,225 and $95,965, respectively. Reimbursable tooling costs included in other assets in the accompanying consolidated balance sheets were $16,007 and $17,233 as of December 31, 2023 and 2022, respectively.

Goodwill – The Company tests goodwill for impairment on an annual basis in the fourth quarter, or more frequently if an event occurs or circumstances indicate the carrying amount may be impaired. Goodwill impairment testing is performed at the reporting unit level. The impairment test involves first qualitatively assessing goodwill for impairment. If the qualitative assessment is not met, a quantitative assessment is performed by comparing the estimated fair value of each reporting unit to its carrying value. If the carrying value exceeds the fair value, an impairment charge is recorded based on that difference.

In the fourth quarter of 2023 and 2022, the Company completed a quantitative goodwill impairment assessment, and after evaluating the results, events and circumstances, the Company concluded that sufficient evidence existed to assert quantitatively that the estimated fair value of the North America and Industrial Specialty Group reporting units remained in excess of their carrying values. See Note 9. “Goodwill and Intangible Assets” for additional information.

Business Combinations – The purchase price of an acquired business is allocated to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the amount allocated to the assets and liabilities, if any, is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed requires management’s judgment, the utilization of independent appraisal firms and often involves the use of significant estimates and assumptions with respect to the timing and amount of future cash flows, market rate assumptions, actuarial assumptions, and appropriate discount rates, among other items.

(Dollar amounts in thousands except per share and share amounts)

Revenue Recognition and Sales Commitments – In accordance with ASC 606, *Revenue from Contracts with Customers*, revenue is recognized when the performance obligations are satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC 606. The Company has one major performance obligation category: manufactured parts.

A contract's transaction price is allocated to each distinct performance obligation and recognized when the performance obligation is satisfied. The Company's contracts may include multiple performance obligations. For such contracts, the Company generally allocates the contract's transaction price to each performance obligation based on the purchase order or other arranged pricing.

Revenue is recognized for manufactured parts at a point in time, generally when products are shipped or delivered. The point at which revenue is recognized often depends on the shipping terms.

The Company usually enters into agreements with customers to produce products at the beginning of a vehicle's life. Blanket purchase orders received from customers and related documents generally establish the annual terms, including pricing, related to a vehicle model. Although purchase orders do not usually specify quantities, fulfillment of customers' purchasing requirements can be the Company's obligation for the entire production life of the vehicle. These agreements generally may be terminated by the customer at any time, but such cancellations have historically been minimal. Customers typically pay for parts based on customary business practices with payment terms generally between 30 and 90 days. The Company has no significant financing arrangements with customers.

The Company applies the optional exemption to forgo disclosing information about its remaining performance obligations because its contracts usually have an original expected duration of one year or less. It also applies an accounting policy to treat shipping and handling costs that are incurred after revenue is recognizable as a fulfillment activity by expensing such costs as incurred, instead of as a separate performance obligation. Amounts billed to customers related to shipping and handling are included in sales in the Company's consolidated statements of operations. Shipping and handling costs are included in cost of products sold in the Company's consolidated statements of operations.

Research and Development – Engineering, research and development, and program management costs are charged to selling, administration and engineering expenses as incurred and totaled $84,112, $80,528 and $89,956 for the years ended December 31, 2023, 2022 and 2021, respectively.

Share-based Compensation – The Company measures share-based compensation expense at fair value and generally recognizes such expenses on a straight-line basis over the vesting period of the share-based employee awards. See Note 19. "Share-Based Compensation" for additional information.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and judgments that affect amounts reflected in the consolidated financial statements, as well as disclosure of contingent assets and liabilities. Considerable judgment is often involved in making such estimates, and the use of different assumptions could result in different conclusions. Management believes its assumptions and estimates are reasonable and appropriate. However, actual results could differ from those estimates.

3. New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

The Company adopted the following Accounting Standards Updates ("ASU") in 2023, which did not have a material impact on its consolidated financial statements:

Standard	Description	Effective Date
ASU 2022-04, *Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations*	Requires enhanced disclosures about a buyer's use of supplier finance programs. Supplier finance programs may also be referred to as reverse factoring, payables finance, or structured payables arrangements.	January 1, 2023

(Dollar amounts in thousands except per share and share amounts)

Recently Issued Accounting Pronouncements

The Company considered the recently issued accounting pronouncements summarized as follows, which could have a material impact on its consolidated financial statements or disclosures:

Standard	Description	Impact	Effective Date
ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*	Requires disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items to reconcile to segment profit or loss, and the title and position of the entity's CODM beginning with annual disclosures in 2024. The amendments in this update also require all annual segment disclosures to be included in interim periods beginning in 2025.	The Company is currently evaluating the impact of this update on its consolidated financial statements and disclosures.	January 1, 2024
ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*	Requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid.	The Company is currently evaluating the impact of this update on its consolidated financial statements and disclosures.	January 1, 2025
ASU 2023-05, *Business Combinations - Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement*	Requires joint ventures to apply a new basis of accounting upon formation, and as a result, initially measure all assets and liabilities at fair value (with exceptions to fair value measurement that are consistent with the business combinations guidance).	The Company is currently evaluating the impact of this update on its consolidated financial statements and disclosures.	January 1, 2025

4. Divestitures and Deconsolidations

2023 Divestiture

In the second quarter of 2023, the Company signed a share purchase and assignment agreement to sell its European technical rubber products business. In the third quarter of 2023, the Company closed the transaction and received cash proceeds in the amount of $15,009. In the fourth quarter of 2023, the Company finalized computations of purchase price adjustments. Incremental proceeds of $665 resulting from final net purchase price adjustments were received in the first quarter of 2024.

Upon finalization of the sale, during the year ended December 31, 2023, the Company recorded a gain of $477, included in the consolidated statements of operations. The gain included the write off of goodwill of $1,300.

2023 Joint Venture Divestiture

Management approved a plan to sell the Company's entire controlling equity interest of a joint venture in the Asia Pacific region, and the sale was completed in the third quarter of 2023. Upon meeting the criteria for held for sale classification, the Company recorded non-cash impairment charges of $787 to reduce the carrying value of the held for sale entity to fair value less costs to sell. Fair value, which is categorized within Level 3 of the fair value hierarchy, was determined using a market approach, estimated based on expected proceeds. The fair value less costs to sell were assessed each reporting period that the asset group remained classified as held for sale.

On completion of the sale, during the year ended December 31, 2023, the Company recorded a gain of $109. Both the non-cash impairment charges and gain on sale were included in the consolidated statements of operations.

2022 Joint Venture Deconsolidation

In the first quarter of 2022, a joint venture in the Asia Pacific region that was previously consolidated with a noncontrolling interest amended the governing document underlying the joint venture. The amendment to the agreement did not change the Company's 51% ownership. However, as a result of the amendment and effective as of January 1, 2022, the joint venture was deconsolidated and accounted for as an investment under the equity method. The Company remeasured the retained investment using the income approach method and performed a discounted cash flow analysis of the projected free cash flows of the joint venture. As a result of the deconsolidation, during the year ended December 31, 2022, the Company recorded a loss of $2,257, included in other expense, net in the consolidated statements of operations.

(Dollar amounts in thousands except per share and share amounts)

5. Revenue

The passenger and light duty group consists of sales to automotive OEMs and automotive suppliers, while the commercial group represents sales to OEMs of on- and off-highway commercial equipment and vehicles. The other customer group includes sales related to specialty and adjacent markets.

Revenue by customer group for the year ended December 31, 2023 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Passenger and Light Duty	$ 1,453,777	$ 623,038	$ 452,016	$ 125,621	$ —	$ 2,654,452
Commercial	16,419	24,674	422	8	7,416	48,939
Other	15,904	544	3	—	96,037	112,488
Revenue	$ 1,486,100	$ 648,256	$ 452,441	$ 125,629	$ 103,453	$ 2,815,879

Revenue by customer group for the year ended December 31, 2022 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Passenger and Light Duty	$ 1,309,786	$ 481,510	$ 441,841	$ 100,400	$ —	$ 2,333,537
Commercial	15,518	21,862	1,283	20	6,620	45,303
Other	15,795	300	2	—	130,454	146,551
Revenue	$ 1,341,099	$ 503,672	$ 443,126	$ 100,420	$ 137,074	$ 2,525,391

Revenue by customer group for the year ended December 31, 2021 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Passenger and Light Duty	$ 1,119,736	$ 496,169	$ 455,445	$ 61,683	$ —	$ 2,133,033
Commercial	14,092	21,417	2,855	30	5,165	43,559
Other	14,429	659	6	—	138,505	153,599
Revenue	$ 1,148,257	$ 518,245	$ 458,306	$ 61,713	$ 143,670	$ 2,330,191

Substantially all the Company’s revenues are generated from sealing and fluid handing (consisting of fuel and brake and fluid transfer) systems for use in passenger vehicles and light trucks manufactured by global OEMs.

A summary of the Company’s products is as follows:

Product Line	Description
Sealing Systems	Protect vehicle interiors from weather, dust and noise intrusion for improved driving experience; provide aesthetic and functional class-A exterior surface treatment
Fuel & Brake Delivery Systems	Sense, deliver and control fluids to fuel and brake systems
Fluid Transfer Systems	Sense, deliver and control fluids and vapors for optimal powertrain & HVAC operation

(Dollar amounts in thousands except per share and share amounts)

Revenue by product line for the year ended December 31, 2023 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Sealing systems	$ 551,346	$ 515,059	$ 287,580	$ 93,588	$ —	$ 1,447,573
Fluid handling:						
Fuel and brake delivery systems	495,993	116,511	91,178	24,703	—	728,385
Fluid transfer systems	438,761	16,686	73,683	7,338	—	536,468
Total fluid handling	934,754	133,197	164,861	32,041	—	1,264,853
Other	—	—	—	—	103,453	103,453
Revenue	$ 1,486,100	$ 648,256	$ 452,441	$ 125,629	$ 103,453	$ 2,815,879

Revenue by product line for the year ended December 31, 2022 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Sealing systems	$ 516,391	$ 405,605	$ 281,848	$ 77,309	$ —	$ 1,281,153
Fluid handling:						
Fuel and brake delivery systems	432,606	85,400	96,744	15,796	—	630,546
Fluid transfer systems	392,102	12,667	64,534	7,315	—	476,618
Total fluid handling	824,708	98,067	161,278	23,111	—	1,107,164
Other	—	—	—	—	137,074	137,074
Revenue	$ 1,341,099	$ 503,672	$ 443,126	$ 100,420	$ 137,074	$ 2,525,391

Revenue by product line for the year ended December 31, 2021 was as follows:

	North America	Europe	Asia Pacific	South America	Corporate, Eliminations and Other	Consolidated
Sealing systems	$ 425,388	$ 406,677	$ 287,117	$ 46,748	$ —	$ 1,165,930
Fluid handling:						
Fuel and brake delivery systems	364,309	94,751	107,137	9,789	—	575,986
Fluid transfer systems	358,560	16,817	64,052	5,176	—	444,605
Total fluid handling	722,869	111,568	171,189	14,965	—	1,020,591
Other	—	—	—	—	143,670	143,670
Revenue	$ 1,148,257	$ 518,245	$ 458,306	$ 61,713	$ 143,670	$ 2,330,191

Contract Estimates

The amount of revenue recognized is usually based on the purchase order price and adjusted for variable consideration, including pricing concessions. The Company accrues for pricing concessions by reducing revenue as products are shipped or delivered. The accruals are based on historical experience, anticipated performance and management’s best judgment. The Company also generally has ongoing adjustments to customer pricing arrangements based on the content and cost of its products. Such pricing accruals are adjusted as they are settled with customers. Customer returns, which are infrequent, are usually related to quality or shipment issues and are recorded as a reduction of revenue. The Company generally does not recognize significant return obligations due to their infrequent nature.

Contract Balances

The Company’s contract assets consist of unbilled amounts associated with variable pricing arrangements in the Asia Pacific region. Once pricing is finalized, contract assets are transferred to accounts receivable. As a result, the timing of revenue recognition and billings, as well as changes in foreign exchange rates, will impact contract assets on an ongoing basis. Contract assets were not materially impacted by any other factors during the year ended December 31, 2023.

(Dollar amounts in thousands except per share and share amounts)

The Company's contract liabilities consist of advance payments received and due from customers. As of December 31, 2023 and 2022, there were no significant contract assets or liabilities recorded.

Other

The Company at times enters into agreements that provide for lump sum payments to customers. These payment agreements are recorded as a reduction of revenue during the period the commitment is made, unless the payment is contractually recoverable. Amounts related to commitments of future payments to customers on the consolidated balance sheets as of December 31, 2023 and December 31, 2022 were current liabilities of $10,164 and $9,325, respectively, and long-term liabilities of $4,293 and $5,899, respectively.

The Company provides assurance-type warranties to its customers. Such warranties provide customers with assurance that the related product will function as intended and complies with any agreed-upon specifications, and are recognized in cost of products sold.

6. Restructuring

On an ongoing basis, the Company evaluates its business and objectives to ensure that it is properly configured and sized based on changing market conditions. Accordingly, the Company has implemented several restructuring initiatives, including closure or consolidation of facilities throughout the world and the reorganization of its operating structure.

The Company's restructuring charges consist of severance, retention and outplacement services, and severance-related postemployment benefits (collectively, "employee separation costs"), along with other related exit costs and asset impairments related to restructuring activities (collectively, "other exit costs"). Employee separation costs are recorded based on existing union and employee contracts, statutory requirements, completed negotiations and Company policy.

Restructuring charges (reversals) by segment for the years ended December 31, 2023, 2022 and 2021 were as follows:

	Year Ended December 31,		
	2023	**2022**	**2021**
North America	$ 5,415	$ (96)	$ 5,710
Europe	10,924	12,969	27,986
Asia Pacific	1,372	4,695	2,013
South America	212	615	580
Total Automotive	$ 17,923	$ 18,183	$ 36,289
Corporate and other	95	121	661
Total	$ 18,018	$ 18,304	$ 36,950

Restructuring activity for all restructuring initiatives for the years ended December 31, 2023 and 2022 was as follows:

	Employee Separation Costs	**Other Exit Costs**	**Total**
Balance as of December 31, 2021	$ 20,957	$ 5,627	$ 26,584
Expense	12,648	5,656	18,304
Cash payments	(19,186)	(4,560)	(23,746)
Non-cash fixed asset impairments included in expense	—	(362)	(362)
Foreign exchange translation and other	(1,234)	22	(1,212)
Balance as of December 31, 2022	$ 13,185	$ 6,383	$ 19,568
Expense	13,946	4,072	18,018
Cash payments	(8,677)	(5,201)	(13,878)
Foreign exchange translation and other	506	79	585
Balance as of December 31, 2023	$ 18,960	$ 5,333	$ 24,293

Restructuring expense for the year ended December 31, 2023 primarily includes expenses incurred related to employee separation costs associated with workforce reduction initiatives to optimize the Company's cost structure. Other exit costs for the year ended December 31, 2023 include expenses associated with the closure of certain plants in the Asia Pacific, Europe, and North American regions.

(Dollar amounts in thousands except per share and share amounts)

Restructuring expense for the year ended December 31, 2022 primarily includes expenses incurred related to employee separation costs associated with workforce reduction initiatives to optimize the Company's cost structure. Other exit costs for the year ended December 31, 2022 include an immaterial gain on sale of fixed assets and non-cash fixed asset impairment charges related to closed facilities in the Asia Pacific region.

7. Leases

The Company primarily has operating and finance leases for certain manufacturing facilities, corporate offices and certain equipment. Operating leases are included in operating lease right-of-use assets, net, current operating lease liabilities and long-term operating lease liabilities on the Company's consolidated balance sheets. Finance leases are included in property, plant and equipment, net, debt payable within one year, and long-term debt on the Company's consolidated balance sheets.

Lease right-of-use assets are recognized at commencement date based upon the present value of the remaining future lease payments over the lease term. The Company's lease terms include options to renew or terminate the lease when it is reasonably certain that the Company will exercise the option. As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based upon information available at the lease commencement date to determine the present value of the remaining future lease payments.

The Company has lease agreements with lease and non-lease components. For real estate leases, these components are accounted for separately, while for equipment leases, the lease and non-lease components are accounted for as a single lease component.

Variable lease expense includes payments based upon changes in a rate or index, such as consumer price indexes, as well as usage of the leased asset. Short-term lease expense includes leases with terms, at lease commencement, of 12 months or less and no purchase option reasonably certain to be exercised. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The components of lease expense were as follows:

	Year Ended December 31,		
	2023	2022	2021
Operating lease expense	$ 28,128	$ 28,273	$ 31,912
Short-term lease expense	5,037	4,948	6,736
Variable lease expense	2,310	1,136	907
Finance lease expense:			
Amortization of right-of-use assets	2,216	2,017	2,102
Interest on lease liabilities	1,292	1,316	1,444
Total lease expense	$ 38,983	$ 37,690	$ 43,101

The Company recorded sublease income of $1,213, $669 and $256 for the years ended December 31, 2023, 2022 and 2021 respectively.

(Dollar amounts in thousands except per share and share amounts)

Other information related to leases was as follows:

	Year Ended December 31,		
	2023	2022	2021
Supplemental Cash Flows Information			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows for operating leases	$ 28,432	$ 28,603	$ 33,402
Operating cash flows for finance leases	1,292	1,316	1,440
Financing cash flows for finance leases	2,247	1,958	2,133
Non-cash right-of-use assets obtained in exchange for lease obligations:			
Operating leases	8,653	14,326	25,010
Finance leases	540	595	644
Weighted Average Remaining Lease Term (in years)			
Operating leases	7.3	7.1	7.5
Finance leases	7.9	8.7	9.7
Weighted Average Discount Rate			
Operating leases	6.7 %	6.1 %	5.9 %
Finance leases	6.0 %	5.9 %	5.8 %

Future lease payments under non-cancellable leases as of December 31, 2023 were as follows:

Year	Operating Leases	Finance Leases
2024	$ 24,066	$ 3,739
2025	19,508	3,771
2026	14,401	3,309
2027	10,813	3,233
2028	9,856	2,822
Thereafter	40,795	11,301
Total future lease payments	$ 119,439	$ 28,175
Less: imputed interest	(24,380)	(5,932)
Total	$ 95,059	$ 22,243

Amounts recognized on the consolidated balance sheets as of December 31, 2023 and December 31, 2022 were as follows:

	December 31, 2023	December 31, 2022
Operating Leases		
Operating lease right-of-use assets, net	$ 91,126	$ 94,571
Current operating lease liabilities	18,577	20,786
Long-term operating lease liabilities	76,482	77,617
Finance Leases		
Property, plant and equipment, net	21,239	22,942
Debt payable within one year	2,492	2,228
Long-term debt	19,751	21,537

(Dollar amounts in thousands except per share and share amounts)

As of December 31, 2023, the Company had additional leases, primarily for real estate, that have not yet commenced with undiscounted lease payments of approximately $1,191. These leases will commence in 2024 with lease terms up to eight years.

8. Property, Plant and Equipment

Property, plant and equipment consists of the following:

	December 31, 2023	December 31, 2022	Estimated Useful Lives
Land and improvements	$ 43,950	$ 42,939	10 to 25 years
Buildings and improvements	270,890	262,694	10 to 40 years
Machinery and equipment	1,191,792	1,144,310	5 to 10 years
Construction in progress	71,706	76,048	
	$ 1,578,338	$ 1,525,991	
Accumulated depreciation	(969,907)	(883,131)	
Property, plant and equipment, net	$ 608,431	$ 642,860	

For the years ended December 31, 2023, 2022 and 2021, the Company recorded impairment charges of $2,348, $40,248 and $20,118, respectively, related to machinery and equipment due to operating performance in certain locations in North America, Europe, and Asia Pacific. The fair value of machinery and equipment was determined using estimated orderly liquidation value, which was deemed the highest and best use of the assets. The fair value of real estate assets were determined using a value-in-exchange approach and the fair value was higher than carrying value.

For the years ended December 31, 2023, 2022 and 2021, the Company also recorded impairment charges of $1,633, $3,462 and $3,326, respectively, due to idle assets in certain locations in North America, Europe, and Asia Pacific. The fair value was determined using estimated salvage value, which was deemed the highest and best use of the assets.

For the year ended December 31, 2022, the Company closed on a sale-leaseback transaction related to one of its European facilities and recorded a gain on the sale transaction of $33,391. The transaction included the removal of property, plant and equipment with a gross carrying value of $16,890 and accumulated depreciation of $4,013, which is reflected in the balance sheet as of December 31, 2022.

The deconsolidation of a joint venture during the three months ended March 31, 2022 included the removal of property, plant and equipment with gross carrying value of $29,590 and accumulated depreciation of $11,625, which is reflected in the balance sheet as of December 31, 2022.

For the year ended December 31, 2021, the Company also recorded impairment charges of $1,775 related to a leased building. The fair value of owned buildings was determined using a value-in-exchange approach

A summary of these asset impairment charges is as follows:

	Year Ended December 31, 2023	2022	2021
North America	$ —	$ 11,140	$ 8,479
Europe	2,348	30,173	9,179
Asia Pacific	1,633	2,359	7,071
Total Automotive	3,981	43,672	24,729
Corporate and other	—	38	490
Total (a)	$ 3,981	$ 43,710	$ 25,219

(a) Excludes $787 of non-cash impairment charges for the year ended December 31, 2023 associated with a joint venture in the Asia Pacific region as disclosed in Note 4. “Divestitures and Deconsolidations”, and $390 of goodwill impairment for the year ended December 31, 2021 as disclosed in Note 9. “Goodwill and Intangible Assets”.

(Dollar amounts in thousands except per share and share amounts)

9. Goodwill and Intangible Assets

Goodwill

Changes in the carrying amount of goodwill by reporting unit for the years ended December 31, 2023 and 2022 were as follows:

	North America	Industrial Specialty Group	Total
Balance as of December 31, 2021	$ 128,246	$ 14,036	$ 142,282
Foreign exchange translation	(259)	—	(259)
Balance as of December 31, 2022	$ 127,987	$ 14,036	$ 142,023
Divestiture	—	(1,300)	(1,300)
Foreign exchange translation	91	—	91
Balance as of December 31, 2023	$ 128,078	$ 12,736	$ 140,814

The Company performed its annual impairment analysis of goodwill during the fourth quarters of 2023, 2022 and 2021. The fair value of each reporting unit is determined and compared to the carrying value. If the carrying value exceeds the fair value, an impairment charge is recorded based on that difference. The annual impairment analysis resulted in no impairment for 2023 and 2022. The Company's annual goodwill impairment analysis for 2021 resulted in an impairment for the Europe reporting unit of $390 for goodwill recorded during 2021 as a result of purchasing a supplier in its Europe reporting unit for an immaterial purchase consideration. The annual impairment analysis for 2021 resulted in no impairment for the North America and Industrial Specialty Group reporting units.

The write off of goodwill of $1,300 during the year ended December 31, 2023 is related to the sale of the European technical rubber products business. Refer to Note. 4 “Divestitures and Deconsolidations” for additional information.

Intangible Assets

Definite-lived intangible assets and accumulated amortization balances as of December 31, 2023 and 2022 were as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	$ 152,403	$ (133,698)	$ 18,705
Other	38,090	(16,227)	21,863
Balance as of December 31, 2023	$ 190,493	$ (149,925)	$ 40,568
Customer relationships	$ 152,578	$ (129,317)	$ 23,261
Other	38,479	(14,099)	24,380
Balance as of December 31, 2022	$ 191,057	$ (143,416)	$ 47,641

Estimated amortization expense for the next five years is shown in the table below:

Year	Expense
2024	$ 6,899
2025	6,458
2026	4,684
2027	4,695
2028	4,035

(Dollar amounts in thousands except per share and share amounts)

10. Debt and Other Financing

A summary of outstanding debt as of December 31, 2023 and 2022 was as follows:

	December 31, 2023	December 31, 2022
First Lien Notes	$ 595,966	$ —
Third Lien Notes	386,681	—
2026 Senior Notes	42,338	397,259
2024 Senior Secured Notes	—	244,471
Term Loan	—	318,787
Finance leases	22,243	23,765
Other borrowings	48,220	51,902
Total debt	1,095,448	1,036,184
Less: current portion	(50,712)	(54,130)
Total long-term debt	$ 1,044,736	$ 982,054

The principal maturities of debt, at nominal value, as of December 31, 2023 are as follows:

Year	Debt and Finance Lease Obligations*
2024	$ 51,959
2025	3,771
2026	45,863
2027	1,046,546
2028	2,822
Thereafter	11,301
Total	$ 1,162,262

* Inclusive of imputed interest on finance leases as well as future payment-in-kind assumptions as described below.

The weighted average interest rate of our debt payable within one year was 3.7% as of December 31, 2023 and 4.1% as of December 31, 2022.

Refinancing Transactions

On January 27, 2023 (the "Settlement Date"), the Company, Cooper-Standard Automotive Inc. (the "Issuer"), a wholly-owned subsidiary of the Company, and certain other of the Company's direct and indirect subsidiaries completed certain refinancing transactions (the "Refinancing Transactions") consisting of: (i) the exchange (the "Exchange Offer") of $357,446 aggregate principal amount of the Issuer's then existing 5.625% Senior Notes due 2026 (the "2026 Senior Notes") (representing 89.36% of the aggregate principal amount outstanding of the 2026 Senior Notes) for $357,446 aggregate principal amount of the Issuer's newly issued 5.625% Cash Pay / 10.625% PIK Toggle Senior Secured Third Lien Notes due 2027 (the "Third Lien Notes"), (ii) the issuance by the Issuer (the "Concurrent Notes Offering") of $580,000 aggregate principal amount of 13.50% Cash Pay / PIK Toggle Senior Secured First Lien Notes due 2027 (the "First Lien Notes" and, together with the Third Lien Notes, the "New Notes") to holders of 2026 Senior Notes or their designees who participated in the Exchange Offer, including to certain backstop commitment parties who committed to purchase the First Lien Notes not otherwise subscribed for, (iii) the related consent solicitation (the "Consent Solicitation") to remove substantially all of the covenants, certain events of default and certain other provisions contained in the 2026 Senior Notes and the indenture governing the 2026 Senior Notes and to release and discharge the guarantee of the 2026 Senior Notes by the Company, (iv) the effectiveness of the Third Amendment (as defined below) to the senior asset-based revolving credit facility ("ABL Facility") and (v) the use of proceeds from the Concurrent Notes Offering, together with cash on hand, to prepay all amounts outstanding under the Term Loan Facility at par, plus any accrued and unpaid interest thereon, to redeem the Issuer's existing 2024 Senior Secured Notes (as defined below), including the prepayment premium and any accrued and unpaid interest thereon, and to pay fees and expenses related to the Refinancing Transactions. As a result of the Refinancing Transactions, the Issuer extended the maturities of its indebtedness and reduced the amount of cash interest it is required to pay on such indebtedness for the next two years. The Company recognized a loss on the refinancing and extinguishment of debt of $81,885 during the year ended December 31, 2023. Additionally, the Company incurred total fees of $91,800 associated with the Refinancing Transactions, of which $87,571 were paid during the year ended December 31, 2023 and $4,229 were paid during 2022. The fees paid during the year ended December 31, 2023 are reflected as a financing outflow in the consolidated statement of cash flows. Of the fees paid during the year ended December 31, 2023, $73,384 was included in the loss on the refinancing and extinguishment of debt referenced above, $13,187 is presented as a direct deduction from the principal balance in the consolidated balance sheet, and $1,000 related to amending the ABL Facility is recorded in other long-term assets in the consolidated balance sheet.

New Notes

On the Settlement Date, the Issuer issued $580,000 aggregate principal amount of First Lien Notes pursuant to an indenture, dated as of the Settlement Date (the “First Lien Notes Indenture”), by and among the Issuer, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the “First Lien Collateral Agent”).

The First Lien Notes are senior secured obligations of the Issuer and are guaranteed by CS Intermediate Holdco 1 LLC (“Holdings”), each of the Issuer’s wholly owned domestic subsidiaries that guarantee certain other indebtedness, subject to certain exceptions (the “Domestic Guarantors”), and certain of the Issuer’s wholly owned subsidiaries organized in Costa Rica, France, Mexico, the Netherlands and Romania (the “Foreign Guarantors”). The First Lien Notes are guaranteed by Holdings and the Domestic Guarantors on a senior secured basis and by the Foreign Guarantors on a senior unsecured basis. The guarantees of the subsidiaries organized in France are limited guarantees.

The First Lien Notes will mature on March 31, 2027. The First Lien Notes bear interest at the rate of 13.50% per annum, payable in cash; provided, however, that for the first four interest periods after the Settlement Date, the Issuer has the option, in its sole discretion, to pay up to 4.50% of such interest on the First Lien Notes, in such amount as specified by the Issuer, by increasing the principal amount of the outstanding First Lien Notes or, in limited circumstances as described in the First Lien Notes Indenture, by issuing additional First Lien Notes. As of December 31, 2023, the aggregate principal amount of the First Lien Notes of $595,966 recognized in the consolidated balance sheet reflects the election that was made by the Company to pay 4.50% of the first three interest payments (June 2023, December 2023 and June 2024) as payment-in-kind. Interest on the First Lien Notes is payable semi-annually in arrears on June 15 and December 15 of each year, and commenced on June 15, 2023.

The Issuer may, at its option, redeem all or part of the First Lien Notes prior to maturity at the prices set forth in the First Lien Notes Indenture. Upon the occurrence of certain events constituting a Change of Control (as defined in the First Lien Notes Indenture), the Issuer will be required to make an offer to repurchase all of the First Lien Notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

As of December 31, 2023, the Company had $8,184 of unamortized debt issuance costs and $337 of unamortized original issue discount related to the First Lien Notes, which are presented as direct deductions from the principal balance in the consolidated balance sheet. Both the debt issuance costs and the original issue discount are amortized into interest expense over the term of the First Lien Notes.

The First Lien Notes Indenture contains certain customary covenants that limit the Issuer’s and its restricted subsidiaries’ ability to, among other things, incur or guarantee additional indebtedness or issue certain preferred stock; incur liens on assets; pay dividends or make other distributions in respect of, or repurchase or redeem, its capital stock or make other restricted payments; prepay, redeem or repurchase certain debt; make certain loans and investments; enter into agreements restricting certain subsidiaries’ ability to pay dividends; enter into transactions with affiliates; and sell certain assets or merge or consolidate with or into other companies. These covenants are subject to a number of important limitations and exceptions. The First Lien Notes Indenture also provides for customary events of default, which, if any occur, would permit or require the principal, premium, if any, interest and any other monetary obligations on all of the then outstanding First Lien Notes to be due and payable immediately.

On the Settlement Date, the Issuer issued $357,446 aggregate principal amount of Third Lien Notes pursuant to an indenture, dated as of the Settlement Date (the “Third Lien Notes Indenture”), by and among the Issuer, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the “Third Lien Collateral Agent”).

The Third Lien Notes are senior secured obligations of the Issuer and are guaranteed by Holdings, each of the Domestic Guarantors, and each of the Foreign Guarantors. The Third Lien Notes are guaranteed by Holdings and the Domestic Guarantors on a senior secured basis and by the Foreign Guarantors on a senior unsecured basis. The guarantees of the subsidiaries organized in France are limited guarantees.

The Third Lien Notes will mature on May 15, 2027. The Third Lien Notes bear interest at the rate of 5.625% per annum, payable in cash; provided, however, that for the first four interest periods after the Settlement Date, the Issuer has the option, in its sole discretion, to instead pay such interest at 10.625% per annum either by increasing the principal amount of the outstanding Third Lien Notes or, in limited circumstances as described the Third Lien Notes Indenture, by issuing additional Third Lien

Notes. As of December 31, 2023, the aggregate principal amount of the Third Lien Notes of $386,681 recognized in the consolidated balance sheet reflects the election that was made by the Company to fully pay the first two interest payments (June 2023 and December 2023) on the Third Lien Notes as payment-in-kind. The Company has elected to pay the third interest payment, due June 15, 2024, on the Third Lien Notes in cash. Interest on the Third Lien Notes is payable semi-annually in arrears on June 15 and December 15 of each year, and commenced on June 15, 2023.

The Issuer may, at its option, redeem all or part of the Third Lien Notes prior to maturity at the prices set forth in the Third Lien Notes Indenture. Upon the occurrence of certain events constituting a Change of Control (as defined in the Third Lien Notes Indenture), the Issuer will be required to make an offer to repurchase all of the Third Lien Notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Debt issuance costs related to the Third Lien Notes are amortized into interest expense over the term of the Third Lien Notes. As of December 31, 2023, the Company had $5,087 of unamortized debt issuance costs related to the Third Lien Notes, which are presented as a direct deduction from the principal balance in the consolidated balance sheet.

The Third Lien Notes Indenture contains certain customary covenants that limit the Issuer's and its restricted subsidiaries' ability to, among other things, incur or guarantee additional indebtedness or issue certain preferred stock; incur liens on assets; pay dividends or make other distributions in respect of, or repurchase or redeem, its capital stock or make other restricted payments; prepay, redeem or repurchase certain debt; make certain loans and investments; enter into agreements restricting certain subsidiaries' ability to pay dividends; enter into transactions with affiliates; and sell certain assets or merge or consolidate with or into other companies. These covenants are subject to a number of important limitations and exceptions. The Third Lien Notes Indenture also provides for customary events of default, which, if any occur, would permit or require the principal, premium, if any, interest and any other monetary obligations on all of the then outstanding Third Lien Notes to be due and payable immediately.

In connection with the issuance of the New Notes, the First Lien Collateral Agent, the Third Lien Collateral Agent, the collateral agent under the ABL Facility (the "ABL Facility Collateral Agent"), the Issuer, Holdings and the several other parties named therein entered into the First Lien and Third Lien Intercreditor Agreement, providing for the relative priorities of their respective security interests in the assets securing the First Lien Notes, the Third Lien Notes and the ABL Facility, and certain other matters relating to the administration of security interests.

2026 Senior Notes

On November 2, 2016, the Issuer issued $400,000 aggregate principal amount of 2026 Senior Notes. On the Settlement Date, in connection with the Refinancing Transactions, the Issuer completed the Exchange Offer and delivered $357,446 aggregate principal amount of the exchanged 2026 Senior Notes to the trustee for cancellation. Following the completion of the Exchange Offer, $42,554 aggregate principal amount of the 2026 Senior Notes remain outstanding.

Following receipt of the requisite consents in the Consent Solicitation, on January 20, 2023, the Issuer, the guarantors named therein and U.S. Bank Trust Company, National Association (successor in interest to U.S. Bank National Association), as trustee, entered into a supplemental indenture to the indenture governing the 2026 Senior Notes, which became effective on the Settlement Date. The supplemental indenture provides for the elimination of substantially all of the covenants, certain events of default and certain other provisions contained in the 2026 Senior Notes and the indenture governing the 2026 Senior Notes and released and discharged the guarantee of the 2026 Senior Notes by the Company.

The 2026 Senior Notes are guaranteed by each of the Issuer's wholly-owned existing or subsequently organized U.S. subsidiaries, subject to certain exceptions, to the extent such subsidiary guarantees the ABL Facility. The Issuer may, at its option, redeem all or part of the 2026 Senior Notes at various points in time prior to maturity, as described in the indenture governing the 2026 Senior Notes. The 2026 Senior Notes will mature on November 15, 2026. Interest on the 2026 Senior Notes is payable semi-annually in arrears in cash on May 15 and November 15 of each year.

The Company paid approximately $7,055 of debt issuance costs in connection with the issuance of the 2026 Senior Notes. The debt issuance costs are being amortized into interest expense over the term of the 2026 Senior Notes. As of December 31, 2023 and 2022, the Company had $216 and $2,741, respectively, of unamortized debt issuance costs related to the 2026 Senior Notes, which is presented as a direct deduction from the principal balance in the consolidated balance sheets.

2024 Senior Secured Notes

On May 29, 2020, the Issuer issued $250,000 aggregate principal amount of its 13.000% Senior Secured Notes due 2024 (the "2024 Senior Secured Notes"), pursuant to an indenture, dated as of May 29, 2020, by and among the Issuer, the other guarantors party thereto and U.S. Bank National Association, as trustee. In the first quarter of 2023, in connection with the

Refinancing Transactions, the Issuer redeemed all of the outstanding 2024 Senior Secured Notes on the Settlement Date at the redemption price of 106.500% of the principal amount thereof, plus accrued and unpaid interest thereon.

The Company paid approximately $6,431 of debt issuance costs in connection with the issuance of the 2024 Senior Secured Notes. Additionally, the 2024 Senior Secured Notes were issued at a discount of $5,000. As of December 31, 2022, the Company had $3,021 of unamortized debt issuance costs and $2,508 of unamortized original issue discount related to the 2024 Senior Secured Notes, which were presented as direct deductions from the principal balance in the consolidated balance sheet. Both the debt issuance costs and the original issue discount were amortized into interest expense over the term of the 2024 Senior Secured Notes.

ABL Facility

On November 2, 2016, Holdings, Cooper-Standard Automotive Inc. (the "U.S. Borrower"), Cooper-Standard Automotive Canada Limited (the "Canadian Borrower"), Cooper-Standard Automotive International Holdings B.V. (the "Dutch Borrower", and, together with the U.S. Borrower and the Canadian Borrower, the "Borrowers") and certain subsidiaries of the U.S. Borrower, entered into a third amendment and restatement of the ABL Facility. In March 2020, the Borrowers entered into Amendment No. 1 to the Third Amended and Restated Loan Agreement ("the First Amendment"). As a result of the First Amendment, the ABL Facility maturity was extended to March 2025 and the aggregate revolving loan commitment was reduced to $180,000. In May 2020, the Borrowers entered into Amendment No. 2 to the Third Amended and Restated Loan Agreement (the "Second Amendment"), which Second Amendment modified certain covenants under the ABL Facility. In December 2022, the Borrowers entered into Amendment No. 3 to the Third Amended and Restated Loan Agreement (the "Third Amendment"), which became effective on the Settlement Date. The Third Amendment provides for the ABL Facility to be amended to:

- permit the U.S. Borrower to issue the New Notes in the Concurrent Notes Offering and Exchange Offer, including the granting of liens, subject to the restrictions set forth in the ABL Facility;
- provide for certain of the U.S. Borrower's wholly-owned subsidiaries organized in Costa Rica, France, Mexico, the Netherlands, Romania and certain other jurisdictions specified from time to time to become guarantors under the ABL Facility;
- authorize the ABL Facility Collateral Agent to enter into an intercreditor agreement with the collateral trustees for the New Notes; and
- remove the Dutch Borrower as a borrower under the ABL Facility.

The aggregate revolving loan availability includes a $100,000 letter of credit sub-facility and a $25,000 swing line sub-facility. The ABL Facility also provides for an uncommitted $100,000 incremental loan facility, for a potential total ABL Facility of $280,000 (if requested by the Borrowers and the lenders agree to fund such increase). No consent of any lender (other than those participating in the increase) is required to effect any such increase. The Company's borrowing base as of December 31, 2023 was $169,543 and the monthly fixed charge coverage ratio was at a level that provided the Company full access to the borrowing base. Net of $7,110 of outstanding letters of credit, the Company effectively had $162,433 available for borrowing under its ABL Facility.

As of December 31, 2023 and December 31, 2022, there were no borrowings under the ABL Facility.

Maturity. Any borrowings then outstanding under our ABL Facility will mature, and the commitments of the lenders under our ABL Facility will terminate, on March 24, 2025.

Borrowing Base. As of the Settlement Date, the loan and letter of credit availability under the ABL Facility is subject to a borrowing base, which at any time is limited to the lesser of: (A) the maximum facility amount (subject to certain adjustments) and (B) (i) up to 85% of eligible accounts receivable; plus (ii) the lesser of 70% of eligible inventory or 85% of the appraised net orderly liquidation value of eligible inventory; plus (iii) up to the lesser of $30,000 and 85% of eligible tooling accounts receivable; minus reserves established by the ABL Facility Collateral Agent. The accounts receivable portion of the borrowing base is subject to certain formulaic limitations (including concentration limits). The inventory portion of the borrowing base is limited to eligible inventory, as determined by the ABL Facility Collateral Agent. The borrowing base is also subject to certain reserves, which are established by the ABL Facility Collateral Agent (which may include changes to the advance rates indicated above). Loan availability under the ABL Facility is apportioned as follows: $160,000 to the U.S. Borrower and $20,000 to the Canadian Borrower.

Guarantees; Security. The obligations of the U.S. Borrower and the Canadian Borrower under the ABL Facility, as well as certain cash management arrangements and interest rate, foreign currency or commodity swaps entered into by the such Borrowers and their subsidiaries, and certain credit lines entered into by non-U.S. subsidiaries, in each case with the lenders and their affiliates (collectively, "Additional ABL Secured Obligations") are guaranteed on a senior secured basis by Holdings and its U.S. subsidiaries (with certain exceptions) and certain wholly-owned subsidiaries organized in Costa Rica, France, Mexico, the Netherlands, Romania and certain other jurisdictions specified from time to time, and the obligations of the Canadian Borrower under the ABL Facility and Additional ABL Secured Obligations of the Canadian Borrower and its Canadian subsidiaries are, in addition, guaranteed on a senior secured basis by the Canadian subsidiaries of the Canadian Borrower. The obligations under the ABL Facility and related guarantees are secured by (1) a first priority lien on all of each Borrower's and each U.S. and Canadian guarantor's existing and future personal property consisting of certain accounts receivable, inventory, documents, instruments, chattel paper, deposit accounts and securities accounts and certain related assets and proceeds of the foregoing, with various enumerated exceptions, including that: (i) the collateral owned by Canadian Borrower or any of its Canadian subsidiaries that are Guarantors only secure the obligations of Canadian Borrower and such subsidiaries arising under the ABL Facility and Additional ABL Secured Obligations (ii) no liens have been granted on any assets or properties of any non-U.S. subsidiaries of the Company (other than the Canadian Borrower and Canadian Guarantors, as otherwise specified above) in connection with the ABL Facility, (2) a second priority lien on all the capital stock in restricted subsidiaries directly held by the U.S. Borrower and each of the U.S. guarantors, and equipment of the U.S. Borrower and the U.S.-domiciled guarantors and all other material personal property of the U.S. Borrower and the U.S.-domiciled guarantors and (3) a 65% pledge of the equity interest in the first-tier foreign subsidiaries of the U.S. Guarantors.

Interest. Borrowings under the ABL Facility bear interest at a rate equal to, at the Borrowers' option:

- in the case of borrowings by the U.S. Borrower, the forward-looking secured overnight funding rate for the applicable interest period ("Term SOFR") (including a credit spread adjustment of 0.11448% or 0.26161%, depending on the applicable interest period) or the base rate plus, in each case, an applicable margin; or
- in the case of borrowings by the Canadian Borrower, bankers' acceptance ("BA") rate, Canadian prime rate or Canadian base rate plus, in each case, an applicable margin.

The applicable margin may vary between 2.00% and 2.50% with respect to the Term SOFR or Canadian BA rate-based borrowings and between 1.00% and 1.50% with respect to U.S. base rate, Canadian prime rate and Canadian base rate borrowings. The applicable margin is subject, in each case, to quarterly pricing adjustments (based on average facility availability).

Fees. The Borrowers are required to pay a fee in respect of committed but unutilized commitments. The ABL Facility also requires the payment of customary agency and administrative fees.

Voluntary Prepayments. The Borrowers are able to voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans, in each case, in whole or in part, at any time without premium or penalty (other than customary breakage and related reemployment costs with respect to repayments of SOFR-based borrowings).

Covenants; Events of Default. The ABL Facility includes affirmative and negative covenants that will impose substantial restrictions on the Company's financial and business operations, including its ability to incur and secure debt, make investments, sell assets, pay dividends or make acquisitions. The ABL Facility also includes a requirement to maintain a monthly fixed charge coverage ratio of no less than 1.0 to 1.0 when availability under the ABL Facility is less than specified levels. As of December 31, 2023, availability under the ABL Facility was at a level that did not trigger this requirement. The ABL Facility also contains various events of default that are customary for comparable facilities.

Debt Issuance Costs. As of December 31, 2023 and 2022, the Company had $862 and $535, respectively, of unamortized debt issuance costs related to the ABL Facility.

Term Loan Facility

On November 2, 2016, Cooper-Standard Automotive Inc., as borrower, entered into Amendment No. 1 to its senior term loan facility (the "Term Loan Facility"), which provided for loans in an aggregate principal amount of $340,000. Subject to certain conditions, the Term Loan Facility, without the consent of the then-existing lenders (but subject to the receipt of commitments), could have been expanded (or a new term loan or revolving facility added) by an amount that would not cause the consolidated secured net debt ratio to exceed 2.25 to 1.00 plus $400,000 plus any voluntary prepayments (including revolving facility and ABL Facility to the extent commitments are reduced) not funded from proceeds of long-term indebtedness.

On May 2, 2017, the Company entered into Amendment No. 2 to the Term Loan Facility to modify the interest rate. Subsequently, on March 6, 2018, the Company entered into Amendment No. 3 to the Term Loan Facility to further modify the interest rate. In accordance with this amendment, borrowings under the Term Loan Facility bore interest, at the Company's option, at either (1) with respect to Eurodollar rate loans, the greater of the applicable Eurodollar rate and 0.75% plus 2.00% per annum, or (2) with respect to base rate loans, the base rate, (which is the highest of the then current federal funds rate plus

(Dollar amounts in thousands except per share and share amounts)

0.50%, the prime rate most recently announced by the administrative agent under the term loan, and the one-month Eurodollar rate plus 1.0%) plus 1.0% per annum.

Maturity. The Term Loan Facility would have matured on November 2, 2023.

Voluntary Prepayment. In connection with the Refinancing Transactions, Cooper-Standard Automotive Inc. repaid the Term Loan Facility in full on the Settlement Date and the Term Loan Facility was terminated.

Debt Issuance Costs. As of December 31, 2022, the Company had $494 of unamortized debt issuance costs and $319 of unamortized original issue discount related to the Term Loan Facility. Both the debt issuance costs and the original issue discount were amortized into interest expense over the term of the Term Loan Facility.

Debt Covenants

The Company was in compliance with all applicable covenants of the New Notes, the 2026 Senior Notes, and ABL Facility as of December 31, 2023.

Other Financing

Finance leases and other. Other borrowings as of December 31, 2023 and 2022 reflect finance leases and other borrowings under local bank lines classified in debt payable within one year in the consolidated balance sheets.

Receivables factoring. As a part of its working capital management, the Company sells certain receivables through a single third-party financial institution (the “Factor”) in a pan-European program. The amount sold varies each month based on the amount of underlying receivables and cash flow needs of the Company. These are permitted transactions under the Company’s credit agreements governing the ABL Facility and the indentures governing the New Notes and 2026 Secured Notes. The European factoring facility allows the Company to factor up to €70 million of its Euro-denominated accounts receivable, accelerating access to cash and reducing credit risk. The factoring facility expires on December 31, 2026.

Costs incurred on the sale of receivables are recorded in other expense, net in the consolidated statements of operations. The sale of receivables under this contract is considered an off-balance sheet arrangement to the Company and is accounted for as a true sale and is excluded from accounts receivable in the consolidated balance sheets. Amounts outstanding under receivable transfer agreements entered into by various locations as of the period end were as follows:

	December 31, 2023	December 31, 2022
Off-balance sheet arrangements	$ 47,903	$ 52,491

Accounts receivable factored and related costs throughout the period were as follows:

	Off-Balance Sheet Arrangements	
	Year Ended December 31,	
	2023	2022
Accounts receivable factored	$ 420,119	$ 355,295

	Off-Balance Sheet Arrangements		
	Year Ended December 31,		
	2023	2022	2021
Costs	$ 2,226	$ 710	$ 528

As of December 31, 2023 and 2022, cash collections on behalf of the Factor that had yet to be remitted were $6,466 and $3,772, respectively, and are reflected in other current assets as restricted cash in the consolidated balance sheets.

(Dollar amounts in thousands except per share and share amounts)

11. Fair Value Measurements and Financial Instruments

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, a three-tier fair value hierarchy is utilized, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;
Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Items Measured at Fair Value on a Recurring Basis

Estimates of the fair value of foreign currency derivative instruments are determined using exchange traded prices and rates. The Company also considers the risk of non-performance in the estimation of fair value and includes an adjustment for non-performance risk in the measure of fair value of derivative instruments. In certain instances where market data is not available, the Company uses management judgment to develop assumptions that are used to determine fair value. Fair value measurements and the fair value hierarchy level for the Company's assets and liabilities measured or disclosed at fair value on a recurring basis as of December 31, 2023 and 2022, was as follows:

	December 31, 2023	December 31, 2022	Input
Forward foreign exchange contracts - other current assets	$ 1,285	$ 8,643	Level 2
Forward foreign exchange contracts - accrued liabilities	$ (998)	$ —	Level 2

Items Measured at Fair Value on a Nonrecurring Basis

In addition to items that are measured at fair value on a recurring basis, the Company measures certain assets and liabilities at fair value on a nonrecurring basis, which are not included in the table above. As these nonrecurring fair value measurements are generally determined using unobservable inputs, these fair value measurements are classified within Level 3 of the fair value hierarchy. For additional information on assets and liabilities measured at fair value on a nonrecurring basis see Note 2. "Basis of Presentation and Summary of Significant Accounting Policies", Note 4. "Divestitures and Deconsolidations", Note 8. "Property, Plant and Equipment", and Note 9. "Goodwill and Intangible Assets".

Items Not Carried at Fair Value

Fair values of the Company's New Notes, 2026 Senior Notes, 2024 Senior Secured Notes, and Term Loan Facility were as follows:

	December 31, 2023	December 31, 2022
Aggregate fair value	$ 984,448	$ 744,010
Aggregate carrying value [1]	$ 1,038,808	$ 969,600

[1] Excludes unamortized debt issuance costs and unamortized original issue discount.

Fair values were based on quoted market prices and are classified within Level 1 of the fair value hierarchy.

Derivative Instruments and Hedging Activities

The Company is exposed to fluctuations in foreign currency exchange rates, interest rates and commodity prices. The Company enters into derivative instruments primarily to hedge portions of its forecasted foreign currency denominated cash flows and designates these derivative instruments as cash flow hedges in order to qualify for hedge accounting.

The Company formally documents its hedge relationships, including the identification of the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the cash flow hedges. The Company also formally assesses whether a cash flow hedge is highly effective in offsetting changes in the cash flows of the hedged item. Derivatives are recorded at fair value in other current assets, other assets, accrued liabilities and other long-term liabilities. For a cash flow hedge, the change in fair value of the derivative is recorded in accumulated other comprehensive income (loss) ("AOCI") in the consolidated balance sheet, to the extent that the hedges are effective, and reclassified into earnings when the underlying hedged transaction is realized. The realized gains and losses are recorded on the same line as the hedged transaction in the consolidated statements of operations. Cash flows from derivatives used to manage foreign exchange risks designated as cash flow hedges are classified as operating activities within the consolidated statements of cash flows.

(Dollar amounts in thousands except per share and share amounts)

The Company is exposed to credit risk in the event of nonperformance by its counterparties on its derivative financial instruments. The Company mitigates this credit risk exposure by entering into agreements directly with major financial institutions with high credit standards that are expected to fully satisfy their obligations under the contracts.

Cash Flow Hedges

Forward Foreign Exchange Contracts. The Company uses forward contracts to mitigate the potential volatility to earnings and cash flow arising from changes in currency exchange rates that impact the Company's foreign currency transactions. The principal currencies hedged by the Company include various European currencies, the Canadian Dollar, and the Mexican Peso. As of December 31, 2023 and 2022, the notional amount of these contracts was $207,131 and $135,285, respectively, and consisted of hedges of transactions up to December 2024.

Pretax amounts related to the Company's cash flow hedges that were recognized in other comprehensive income (loss) ("OCI") were as follows:

	Gain Recognized in OCI	
	Year Ended December 31,	
	2023	2022
Forward foreign exchange contracts	$ 10,202	$ 11,808

Pretax amounts related to the Company's cash flow hedges that were reclassified from AOCI and recognized in cost of products sold were as follows:

	Gain Reclassified from AOCI to Income	
	Year Ended December 31,	
	2023	2022
Forward foreign exchange contracts	$ 18,550	$ 2,287

12. Pension

The Company maintains defined benefit pension plans covering certain employees located in the United States as well as certain international locations. The majority of these plans are frozen, and all are closed to new employees. Benefits generally are based on compensation, length of service and age for salaried employees and on length of service for hourly employees. The Company's policy is to fund pension plans such that sufficient assets will be available to meet future benefit requirements and contribute amounts deductible for United States federal income tax purposes or amounts required by local statute.

Pension Plan Termination

On October 11, 2022, the Company's Board of Directors (the "Board") approved a resolution to merge certain of the Company's U.S. defined benefit pension plans and terminate the resulting merged plan ("U.S. Pension Plan") effective December 31, 2022. The termination of the U.S. Pension Plan is expected to be completed during the year ended December 31, 2024. As part of the termination process, the Company expects to settle benefit obligations under the U.S. Pension Plan through a combination of lump sum payments to eligible plan participants and the purchase of a group annuity contract, under which future benefit obligations and administration will be transferred to a third-party insurance company. Such settlements are being funded primarily from plan assets. In the fourth quarter of 2023, the Company paid $48,553 of lump sum payments to eligible participants from plan assets, resulting in a settlement loss of $16,285 during the year ended December 31, 2023. Ultimate settlement of the remaining benefit obligations is dependent upon market conditions at the time of settlement. The Company recognized a curtailment loss of $3,092 during the year ended December 31, 2022 associated with the planned termination of the U.S. Pension Plan, primarily due to prior service cost resulting from a 2022 plan amendment impacting the benefits of certain participants in the U.S. Pension Plan. The U.S. Pension Plan was underfunded by $3,948 as of December 31, 2023 and underfunded by $5,759 as of December 31, 2022 under U.S. generally accepted accounting principles.

(Dollar amounts in thousands except per share and share amounts)

Pension Plan Funded Status Reconciliation

Information related to the Company's defined benefit pension plans was as follows:

	Year Ended December 31,			
	2023		2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in projected benefit obligations:				
Projected benefit obligations at beginning of period	$ 212,688	$ 116,653	$ 257,108	$ 164,957
Service cost	—	2,161	771	2,755
Interest cost	9,254	5,198	7,062	2,782
Net actuarial (gain) loss	(112)	5,876	(41,026)	(34,354)
Benefits paid	(11,464)	(5,633)	(14,283)	(5,535)
Foreign exchange translation	—	4,417	—	(10,012)
Settlements	(48,553)	(1,935)	—	(1,760)
Plan amendments	—	—	3,056	—
Other	—	58	—	(2,180)
Projected benefit obligations at end of period	$ 161,813	$ 126,795	$ 212,688	$ 116,653
Change in plan assets:				
Fair value of plan assets at beginning of period	$ 196,434	$ 32,811	$ 273,448	$ 48,047
Actual return on plan assets	10,004	3,013	(63,769)	(9,774)
Employer contributions	1,036	5,523	1,038	4,970
Benefits paid	(11,464)	(5,633)	(14,283)	(5,535)
Foreign exchange translation	—	771	—	(3,138)
Settlements	(48,553)	(1,935)	—	(1,759)
Fair value of plan assets at end of period	$ 147,457	$ 34,550	$ 196,434	$ 32,811
Funded status of the plans	$ (14,356)	$ (92,245)	$ (16,254)	$ (83,842)

	December 31, 2023		December 31, 2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the consolidated balance sheet:				
Other assets	$ —	$ 3,039	$ —	$ 3,239
Accrued liabilities	(4,958)	(4,104)	(1,005)	(3,849)
Pension benefits (long term)	(9,398)	(91,180)	(15,249)	(83,232)

Pre-tax amounts included in accumulated other comprehensive loss that have not yet been recognized in net periodic benefit cost (income) as of December 31, 2023 and 2022 were as follows:

	December 31, 2023		December 31, 2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Prior service cost	$ —	$ (11)	$ —	$ (31)
Actuarial losses	(53,684)	(11,714)	(74,744)	(6,910)

The Company uses the corridor approach when amortizing actuarial gains or losses. Under the corridor approach, net unrecognized actuarial losses in excess of 10% of the greater of i) the projected benefit obligations or ii) the fair value of plan assets for a particular plan are amortized over the average future service period of the employees in that plan.

(Dollar amounts in thousands except per share and share amounts)

The accumulated benefit obligations for all domestic and international defined benefit pension plans was $161,813 and $118,760 as of December 31, 2023 and $212,688 and $112,963 as of December 31, 2022, respectively. As of December 31, 2023, the fair value of plan assets for one of the Company's defined benefit plans exceeded the projected benefit obligations of $19,422 by $3,039.

The components of net periodic benefit cost (income) for the Company's defined benefit plans were as follows:

	Year Ended December 31,					
	2023		2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ —	$ 2,161	$ 771	$ 2,755	$ 891	$ 3,345
Interest cost	9,254	5,198	7,062	2,782	6,516	2,558
Expected return on plan assets	(8,451)	(1,230)	(9,293)	(949)	(14,257)	(1,320)
Amortization of prior service cost and actuarial loss	3,110	24	886	1,574	1,670	2,635
Settlement loss (gain)	16,285	(248)	—	(410)	—	1,279
Curtailment loss	—	—	3,092	—	—	—
Other	—	—	—	—	—	118
Net periodic benefit cost (income)	$ 20,198	$ 5,905	$ 2,518	$ 5,752	$ (5,180)	$ 8,615

Plan Assumptions

Weighted average assumptions used to determine benefit obligations as of December 31, 2023 and 2022 were as follows:

	December 31, 2023		December 31, 2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	4.70%	4.00%	4.55%	4.45%
Rate of compensation increase	N/A	3.20%	N/A	1.58%
Cash balance interest credit rate	2.41%	N/A	2.41%	N/A

Weighted average assumptions used to determine net periodic benefit cost (income) for the years ended December 31, 2023, 2022 and 2021 were as follows:

	Year Ended December 31,					
	2023		2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	4.55%	4.45%	2.84%	2.39%	2.48%	1.63%
Expected return on plan assets	4.50%	3.84%	3.50%	2.15%	5.50%	2.48%
Rate of compensation increase	N/A	3.01%	N/A	2.39%	N/A	1.99%

To develop the expected return on plan assets assumption, the Company considered the historical returns and the future expected returns for each asset class, as well as the target asset allocation of the pension portfolio. As the U.S. plans are frozen, the rate of compensation increase was not applicable in determining net periodic benefit cost (income).

Plan Assets

The goals and investment objectives of the asset strategy are to ensure that there is an adequate level of assets to meet benefit obligations to participants and retirees over the life of the participants and maintain liquidity in the plan assets sufficient to cover monthly benefit obligations. Risk is managed by investing in a broad range of investment vehicles, e.g., equity mutual funds, bond mutual funds, real estate mutual funds, hedge funds, etc. There are no equity securities of the Company in the equity asset category.

Investments in equity securities and debt securities are valued at fair value using a market approach and observable inputs, such as quoted market prices in active markets (Level 1). Investments in balanced funds are valued at fair value using a market approach and inputs that are primarily directly or indirectly observable (Level 2). Investments in equity securities and balanced funds in which the Company holds participation units in a fund, the net asset value of which is based on the underlying assets and liabilities of the respective fund, are considered an unobservable input (Level 3). Investments in real estate funds are primarily valued at net asset value depending on the investment.

(Dollar amounts in thousands except per share and share amounts)

The fair value of the Company's pension plan assets by category using the three-level hierarchy (see Note 11. "Fair Value Measurements and Financial Instruments") as of December 31, 2023 and 2022 was as follows:

December 31, 2023	Level 1	Level 2	Assets measured at NAV [1]	Total
Equity funds	$ —	$ 7,167	$ —	$ 7,167
Bond funds	—	25,236	—	25,236
Bond funds measured at net asset value	—	—	123,366	123,366
Real estate measured at net asset value	—	—	8,121	8,121
Cash and cash equivalents	18,117	—	—	18,117
Total	$ 18,117	$ 32,403	$ 131,487	$ 182,007

December 31, 2022	Level 1	Level 2	Assets measured at NAV [1]	Total
Equity funds	$ 5,661	$ 7,418	$ —	$ 13,079
Equity funds measured at net asset value	—	—	5,638	5,638
Bond funds	—	25,098	—	25,098
Bond funds measured at net asset value	—	—	173,092	173,092
Real estate measured at net asset value	—	—	10,331	10,331
Cash and cash equivalents	2,007	—	—	2,007
Total	$ 7,668	$ 32,516	$ 189,061	$ 229,245

[1] Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. These assets are included in this table to present total pension plan assets at fair value.

There were no transfers of Level 3 assets and no Level 3 assets in the ending balance for the years ended December 31, 2023 and December 31, 2022.

Expected Future Benefit Payments

The Company estimates its benefit payments for domestic and foreign pension plans during the next ten years to be as follows:

Years Ending December 31,	U.S.	Non-U.S.	Total
2024	$ 154,179	$ 6,144	$ 160,323
2025	1,016	6,381	7,397
2026	996	6,521	7,517
2027	974	7,345	8,319
2028	950	8,414	9,364
2029 - 2033	4,315	49,837	54,152

As previously noted, as part of the planned termination of the U.S. Pension Plan, the Company expects to settle benefit obligations under the U.S. Pension Plan through a combination of lump sum payments to eligible participants and the purchase of a group annuity contract. Lump sum payments to eligible participants were made during 2023, while expected payments associated with the group annuity purchase are reflected in the table above during the year 2024.

Contributions

The Company estimates it will make minimum funding cash contributions of approximately $9,955 to its U.S. pension plans and minimum funding cash contributions of approximately $357 to its non-U.S. pension plans in 2024. The expected cash contributions to the Company's U.S. pension plans primarily relates to the expected plan termination as described above.

(Dollar amounts in thousands except per share and share amounts)

The Company also sponsors voluntary defined contribution plans for certain salaried and hourly U.S. employees of the Company. The Company matches contributions of participants, up to various limits in all plans. The Company also sponsors retirement plans that include Company non-elective contributions. Non-elective and matching contributions under these plans totaled $13,919, $12,015 and $12,809 for the years ended December 31, 2023, 2022 and 2021, respectively.

13. Postretirement Benefits Other Than Pensions

The Company provides certain retiree health care and life insurance benefits covering certain U.S. salaried and hourly employees and employees in Canada. Employees are generally eligible for benefits upon retirement and completion of a specified number of years of creditable service. The Company's policy is to fund the cost of these postretirement benefits as these benefits become payable.

Information related to the Company's postretirement benefit plans was as follows:

	Year Ended December 31,			
	2023		2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in benefit obligations:				
Benefit obligations at beginning of year	$ 15,812	$ 15,473	$ 21,211	$ 22,476
Service cost	52	150	89	216
Interest cost	821	788	561	628
Net actuarial (gain) loss	(3,759)	1,230	(4,924)	(5,663)
Benefits paid	(1,163)	(748)	(1,125)	(722)
Other	—	107	—	14
Foreign currency exchange rate effect	—	408	—	(1,476)
Benefit obligations at end of year	$ 11,763	$ 17,408	$ 15,812	$ 15,473
Funded status of the plan	$ (11,763)	$ (17,408)	$ (15,812)	$ (15,473)
Net amount recognized as of December 31	$ (11,763)	$ (17,408)	$ (15,812)	$ (15,473)

	December 31, 2023		December 31, 2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the consolidated balance sheet:				
Accrued liabilities	$ (1,264)	$ (761)	$ (1,452)	$ (709)
Postretirement benefits other than pension (long term)	(10,499)	(16,647)	(14,360)	(14,764)

Pre-tax amounts included in accumulated other comprehensive loss that have not yet been recognized in net periodic benefit cost (income) as of December 31, 2023 and 2022 were as follows:

	December 31, 2023		December 31, 2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Prior service cost	$ —	$ (122)	$ —	$ (14)
Actuarial gains	16,008	1,041	14,686	2,328

(Dollar amounts in thousands except per share and share amounts)

The components of net periodic benefit (income) cost for the Company's other postretirement benefit plans were as follows:

	Year Ended December 31,					
	2023		2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ 52	$ 150	$ 89	$ 216	$ 105	$ 357
Interest cost	821	788	561	628	531	701
Amortization of prior service credit and actuarial (gain) loss	(2,437)	(85)	(1,577)	157	(1,396)	752
Net periodic benefit (income) cost	$ (1,564)	$ 853	$ (927)	$ 1,001	$ (760)	$ 1,810

Plan Assumptions

Weighted average assumptions used to determine benefit obligations as of December 31, 2023 and 2022 were as follows:

	2023		2022	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	5.10%	4.65%	5.45%	5.20%

Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31, 2023, 2022 and 2021 were as follows:

	2023		2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	5.45%	5.20%	2.75%	3.05%	2.35%	2.65%

The assumed health care cost trend rates used to measure the postretirement benefit obligations as of December 31, 2023 were as follows:

	U.S.	Non-U.S.
Health care cost trend rate	6.50%	5.00%
Ultimate health care cost trend rate	4.50%	5.00%
Year that the rate reaches the ultimate trend rate	2031	N/A

Expected Future Postretirement Benefit Payments

The Company estimates its benefit payments for its postretirement benefit plans during the next ten years to be as follows:

Years Ending December 31,	U.S.	Non-U.S.	Total
2024	$ 1,296	$ 778	$ 2,074
2025	1,261	790	2,051
2026	1,218	811	2,029
2027	1,156	827	1,983
2028	1,114	850	1,964
2029 - 2033	4,646	4,782	9,428

Other

Other postretirement benefits recorded in the Company's consolidated balance sheets include $1,794 and $1,890 as of December 31, 2023 and 2022, respectively, for termination indemnity plans in Europe.

(Dollar amounts in thousands except per share and share amounts)

14. Other Expense, Net

The components of other expense, net were as follows:

	Year Ended December 31,		
	2023	2022	2021
Deconsolidation of joint venture [1]	$ —	$ (2,257)	$ —
Foreign currency losses	(7,300)	(1,131)	(6,887)
Components of net periodic benefit cost other than service cost	(6,992)	(1,831)	1,610
Factoring costs	(2,226)	(710)	(528)
Miscellaneous income	820	444	963
Other expense, net	$ (15,698)	$ (5,485)	$ (4,842)

(1) Loss attributable to deconsolidation of a joint venture in the Asia Pacific region, which required adjustment to fair value.

15. Income Taxes

Components of the Company's loss before income taxes and adjustment for noncontrolling interests were as follows:

	Year Ended December 31,		
	2023	2022	2021
Domestic	$ (249,582)	$ (154,779)	$ (142,883)
Foreign	55,199	(45,721)	(146,569)
Total	$ (194,383)	$ (200,500)	$ (289,452)

The Company's income tax expense consists of the following:

	Year Ended December 31,		
	2023	2022	2021
Current:			
Federal	$ 848	$ (2,280)	$ 5,158
State	41	154	68
Foreign	13,857	13,764	(1,590)
Deferred:			
Federal	(123)	74	12,217
State	(13)	106	(484)
Foreign	(5,677)	5,473	24,023
Total	$ 8,933	$ 17,291	$ 39,392

(Dollar amounts in thousands except per share and share amounts)

A reconciliation of the U.S. statutory federal rate to the income tax provision was as follows:

	Year Ended December 31,		
	2023	2022	2021
Tax at U.S. statutory rate	$ (40,820)	$ (42,105)	$ (60,785)
State and local taxes	(4,122)	(2,700)	(3,276)
Tax credits and incentives	(8,137)	(8,413)	(7,634)
Changes in tax law, other	(433)	(17)	(361)
U.S. tax reform/Global Intangible Low-Taxed Income ("GILTI")/foreign derived intangible income	10,923	1,382	—
Effect of foreign tax rates	(474)	(1,614)	(13,525)
Nonrecurring permanent items	—	(2,189)	(3,710)
Foreign branch	486	279	1,641
Stock compensation (ASU 2016-09)	1,212	1,258	1,257
Non-deductible expenses	6,367	7,192	6,618
Tax reserves/audit settlements	9	3,854	(5,043)
Valuation allowance	47,293	65,559	124,228
Other, net	(3,371)	(5,195)	(18)
Income tax expense	$ 8,933	$ 17,291	$ 39,392
Effective income tax rate	(4.6)%	(8.6)%	(13.6)%

For the year ended December 31, 2022, the Company received $54,273 in cash payments from the United States Internal Revenue Service (“IRS”) for tax refunds related to net operating loss carrybacks.

On August 16, 2022, the U.S. enacted the Inflation Reduction Action of 2022, which, among other things, implements a 15% minimum tax on financial statement income of certain large corporations, a 1% excise tax on net stock repurchases and several tax incentives to promote clean energy. The provisions were effective in the first quarter of 2023 and did not have a significant impact on the Company’s consolidated financial statements.

Numerous countries have agreed to a statement in support of the Organization for Economic Co-operation and Development (“OECD”) model rules that propose a global minimum tax rate of 15%, and European Union member states have agreed to implement the global minimum tax. Certain countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as 2024, with widespread implementation of a global minimum tax expected by 2025. As the legislation becomes effective in countries in which the Company does business, its provision for income taxes could be impacted. The Company will continue to monitor pending legislation and implementation by individual countries and evaluate the potential impact on its business in future periods.

Nonrecurring permanent item in 2022 relates to a withholding tax refund related to prior periods. In 2021, the nonrecurring permanent item relates to an intercompany legal entity sale.

(Dollar amounts in thousands except per share and share amounts)

Deferred tax assets and liabilities reflect the estimated tax effect of accumulated temporary differences between the basis of assets and liabilities for tax and financial reporting purposes, as well as net operating losses, tax credit and other carryforwards. Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 were as follows:

	December 31, 2023	December 31, 2022
Deferred tax assets:		
Pension, postretirement and other benefits	$ 43,627	$ 40,060
Capitalized expenditures	42,293	31,746
Net operating loss and tax credit carryforwards	282,373	279,755
Operating lease liabilities	22,978	24,059
Interest expense carryforwards	54,442	28,610
All other items	50,740	37,392
Total deferred tax assets	496,453	441,622
Deferred tax liabilities:		
Property, plant and equipment	(4,764)	(9,896)
Operating lease right-of-use assets	(22,018)	(23,106)
All other items	(12,360)	(11,028)
Total deferred tax liabilities	(39,142)	(44,030)
Valuation allowances	(438,727)	(384,792)
Net deferred tax assets	$ 18,584	$ 12,800

As of December 31, 2023, the Company's U.S. and foreign subsidiaries, primarily in France, Brazil, Italy and Germany, had operating loss carryforwards aggregating $664,000, with indefinite expiration periods. Other foreign subsidiaries in China, Mexico, Netherlands, Spain, Czech Republic and Korea had operating loss carryforwards aggregating $322,000, with expiration dates beginning in 2024. The Company has research tax credit carryforwards and foreign tax credit carryforwards totaling $50,000 in the U.S. with expiration dates beginning in 2029. The Company and its domestic subsidiaries have anticipated tax benefits of state net operating losses and credit carryforwards of $12,000 with expiration dates beginning in 2024.

As of December 31, 2023, the Company has consolidated deferred tax assets of $496,453 with valuation allowances of $438,727 related to tax losses, credit carryforwards, and other deferred tax assets in the U.S. and certain foreign jurisdictions. The Company's valuation allowance increased in 2023 primarily from current year losses generated in the U.S. and certain foreign jurisdictions. Current and future provision for income taxes is significantly impacted by the initial recognition of and changes in valuation allowances in certain countries. The Company intends to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. In the future, provision for income taxes will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

As of December 31, 2023, no material deferred income taxes have been recorded on the undistributed earnings of foreign subsidiaries, since a majority of these earnings will not be taxable upon repatriation to the United States. These earnings will be primarily treated as previously taxed income from either the one time transition tax or GILTI, or they will be offset with a 100% dividends received deduction. The Company has not recorded a deferred tax liability for foreign withholding taxes or state income taxes that may be incurred upon repatriation in the future as such undistributed foreign earnings are considered permanently reinvested or could be remitted with no tax implications.

As of December 31, 2023, the Company had $6,296 ($6,475 including interest and penalties) of total unrecognized tax benefits, of which $3,777 represents the amount of unrecognized tax benefits that, if recognized, would impact the effective income tax rate.

(Dollar amounts in thousands except per share and share amounts)

A reconciliation of the beginning and ending amount of unrecognized tax benefits was as follows:

	2023	2022
Balance at beginning of period	$ 5,930	$ 3,571
Tax positions related to the current period		
Gross additions	332	336
Tax positions related to prior years		
Gross additions	92	2,692
Gross reductions	—	(669)
Settlements	(58)	—
Balance at end of period	$ 6,296	$ 5,930

The Company, or one of its subsidiaries, files income tax returns in the United States and other foreign jurisdictions. During the examination of our 2015 and 2016 U.S. federal income tax filings, the IRS asserted that income earned by a Netherlands subsidiary from its Mexican branch operations should be categorized as foreign based company sales income under Section 954(d) of the Internal Revenue Code and should be recognized currently as taxable income on our 2015 and 2016 U.S. federal income tax filings. As a result of this assertion, the IRS issued a Notice of Proposed Adjustment ("NOPA"). A similar NOPA has been issued for 2017 and 2018 as well. The Company believes the proposed adjustment is without merit and are in the the process of contesting the matter. During 2023, the Company had an opening conference with the IRS's administrative appeals office and the Company is in continuing discussion on the issue. The Company believes, after consultation with tax and legal counsel, that it is more likely than not that it will ultimately be successful in defending its position. As such, the Company has not recorded any impact of the IRS's proposed adjustment in its consolidated financial statements as of and for the year ended December 31, 2023. In the event the Company is not successful in defending its position, the potential income tax expense impact, including interest, related to tax years 2015 through 2023 is less than $10 million. The Company intends to vigorously contest the conclusions reached in the NOPA through the IRS's administrative appeals process, and, if necessary, through litigation.

The statute of limitations for U.S. state and local jurisdictions is closed for taxable years ending prior to 2015. The Company's major foreign jurisdictions are Brazil, Canada, China, France, Germany, Italy, Mexico, and Poland. The Company is no longer subject to income tax examinations in major foreign jurisdictions for years prior to 2018.

During the next twelve months, it is reasonably possible that, as a result of audit settlements and the completion of current examinations, the Company may decrease the amount of its gross unrecognized tax benefits by approximately $3,141, all of which, if recognized, would impact the effective tax rate.

The Company classifies all income tax related interest and penalties as income tax expense. The Company has liabilities of $179 and $170 recorded as of December 31, 2023 and 2022, respectively, for tax related interest and penalties on its consolidated balance sheet.

16. Net Loss Per Share Attributable to Cooper-Standard Holdings Inc.

Basic net loss per share attributable to Cooper-Standard Holdings Inc. was computed by dividing net loss attributable to Cooper-Standard Holdings Inc. by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share attributable to Cooper-Standard Holdings Inc. was computed using the treasury stock method by dividing diluted net loss available to Cooper-Standard Holdings Inc. by the weighted average number of shares of common stock outstanding, including the dilutive effect of common stock equivalents, using the average share price during the period.

(Dollar amounts in thousands except per share and share amounts)

Information used to compute basic and diluted net loss per share attributable to Cooper-Standard Holdings Inc. was as follows:

	Year Ended December 31,		
	2023	2022	2021
Net loss available to Cooper-Standard Holdings Inc. common stockholders	$ (201,985)	$ (215,384)	$ (322,835)
Basic weighted average shares of common stock outstanding	17,355,392	17,190,958	17,045,353
Dilutive effect of common stock equivalents	—	—	—
Diluted weighted average shares of common stock outstanding	17,355,392	17,190,958	17,045,353
Basic net loss per share attributable to Cooper-Standard Holdings Inc.	$ (11.64)	$ (12.53)	$ (18.94)
Diluted net loss per share attributable to Cooper-Standard Holdings Inc.	$ (11.64)	$ (12.53)	$ (18.94)

Approximately 91,000, 24,000, and 166,000 securities were excluded from the calculation of diluted net loss per share for the years ended December 31, 2023, 2022 and 2021, respectively, because the inclusion of such securities in the calculation would have been anti-dilutive.

17. Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component, net of related tax, were as follows:

	Cumulative currency translation adjustment	Benefit plan liabilities	Fair value change of derivatives	Total
Balance as of December 31, 2021	$ (138,751)	$ (65,303)	$ (1,130)	$ (205,184)
Other comprehensive (loss) income before reclassifications	(18,978) [(1)]	4,419 [(2)]	11,029 [(3)]	(3,530)
Amounts reclassified from accumulated other comprehensive (loss) income	(294)	633 [(4)]	(1,596) [(5)]	(1,257)
Balance as of December 31, 2022	(158,023)	(60,251)	8,303	(209,971)
Other comprehensive (loss) income before reclassifications	(2,602) [(1)]	(542) [(2)]	10,387 [(3)]	7,243
Amounts reclassified from accumulated other comprehensive income (loss)	2,969 [(7)]	16,644 [(6)]	(18,550)	1,063
Balance as of December 31, 2023	$ (157,656)	$ (44,149)	$ 140	$ (201,665)

(1) Includes $2,000 and $(15,619) of other comprehensive income (loss) for the years ended December 31, 2023 and 2022, respectively, that are related to intra-entity foreign currency balances that are of a long-term investment nature.
(2) Net of tax expense of $105 and $250 for the years ended December 31, 2023 and 2022, respectively.
(3) Net of tax (benefit) expense of $(185) and $779 for the years ended December 31, 2023 and 2022, respectively.
(4) Includes the effect of the amortization of actuarial losses of $862, net settlement gains of $(416), and the amortization of prior service costs of $190, net of tax of $3.
(5) Net of tax expense of $691.
(6) Includes the effect of the amortization of actuarial losses of $586, net settlement losses of $16,035, and the amortization of prior service costs of $25, net of tax of $2.
(7) Net accumulated currency translation adjustment losses reclassified to net income related to the divestitures of our European technical rubber products business and a joint venture in the Asia Pacific region.

18. Equity

Shareholder Rights Plan

On November 7, 2022, the Company's Board of Directors adopted a Section 382 rights plan and declared a dividend of one right (a "Right") for each outstanding share of the Company's common stock, par value $0.001 per share (the "Common

Stock"), to stockholders of record at the close of business on November 17, 2022 ("Shareholder Rights Plan"). Each Right entitles its holder, under certain circumstances described below, to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock of the Company, par value $0.001 per share (the "Series A Preferred Stock"), at an exercise price of $50.00 per Right, subject to adjustment.

If the Rights become exercisable, each Right would allow its holder to purchase from the Company one one-hundredth of a share of the Series A Preferred Stock for a purchase price of $50.00. Each fractional share of Series A Preferred Stock would give the stockholder approximately the same dividend, voting and liquidation rights as does one share of Common Stock. Prior to exercise, however, a Right does not give its holder any dividend, voting or liquidation rights. The exercisability of the Rights are described in further detail in the rights agreement.

Preferred Stock

The Company is authorized to issue up to 10,000,000 shares of preferred stock, par value $0.001 per share, of which 2,000,000 shares were designated as 7% Cumulative Participating Convertible Preferred Stock (the "7% Preferred Stock"). On November 7, 2022, the Company filed a Certificate of Elimination to its Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designation with respect to the Company's 7% Preferred Stock. No shares of the 7% Preferred Stock were outstanding and none will be issued subject to the Certificate of Designation for the 7% Preferred Stock. All shares that were designated as 7% Preferred Stock have been returned to the status of authorized but unissued shares of preferred stock of the Company, without designation as to series.

On November 7, 2022, in connection with the adoption of the Shareholder Rights Plan, the Company filed a Certificate of Designation of Series A Junior Participating Preferred Stock of Cooper-Standard Holdings Inc. (the "Certificate of Designation") to its Certificate of Incorporation with the Secretary of State of the State of Delaware, designating 2,000,000 shares of preferred stock as Series A Preferred Stock. As of December 31, 2023, no shares of Series A Preferred Stock were issued or outstanding.

Common Stock

The Company is authorized to issue up to 190,000,000 shares of Common Stock, par value $0.001 per share. As of December 31, 2023, 19,263,288 shares of its Common Stock were issued, and 17,197,479 shares were outstanding.

Holders of shares of Common Stock are entitled to one vote for each share on each matter on which holders of Common Stock are entitled to vote. Holders of Common Stock are entitled to ratably receive dividends and other distributions when, as and if declared by the Board out of assets or funds legally available therefore. The ABL Facility, the New Notes, and the 2026 Senior Notes each contain covenants that restrict the Company's ability to pay dividends or make distributions on the Common Stock, subject to certain exceptions.

In the event of the liquidation, dissolution or winding up of the Company, holders of Common Stock are entitled to share ratably in the Company assets, if any, remaining after the payment of all the Company's debts and liabilities.

Share Repurchase Program

In June 2018, the Company's Board of Directors approved a common stock repurchase program (the "2018 Program") authorizing the Company to repurchase, in the aggregate, up to $150,000 of its outstanding common stock. Under the 2018 Program, repurchases may be made on the open market, through private transactions, accelerated share repurchases, round lot or block transactions on the New York Stock Exchange or otherwise, as determined by management and in accordance with prevailing market conditions and federal securities laws and regulations. The Company expects to fund any future repurchases from cash on hand and future cash flows from operations. The Company is not obligated to acquire a particular amount of securities, and the 2018 Program may be discontinued at any time at the Company's discretion. The 2018 Program was effective beginning November 2018. As of December 31, 2023, the Company had approximately $98,720 of repurchase authorization under the 2018 Program.

The Company did not make any repurchases under the 2018 Program during the years ended December 31, 2023, 2022, or 2021.

19. Share-Based Compensation

The Company's long-term incentive plans allow for the grant of various types of share-based awards to key employees and directors of the Company and its affiliates. The Company generally awards grants on an annual basis. There are 1,661,639 shares of common stock authorized for awards granted under the current plan. Under previous plans, a total of 5,873,103 shares were authorized for awards. The plans provide for the grant of stock options, stock appreciation rights, shares of common stock, restricted stock, restricted stock units ("RSUs"), performance-vested restricted stock units ("PUs"), incentive awards and certain other types of awards to key employees and directors of the Company and its affiliates.

(Dollar amounts in thousands except per share and share amounts)

The Company measures share-based compensation expense at fair value and recognizes such expense on a straight-line basis over the vesting period of the share-based employee awards. The compensation expense related to stock options, restricted stock and performance units granted to key employees and directors of the Company, which is quantified below, does not represent payments actually made to these employees. Rather, the amounts represent the non-cash compensation expense recognized by the Company in connection with these awards for financial reporting purposes. The actual value of these awards to the recipients will depend on the trading price of the Company's stock when the awards vest. In accordance with the Company's long-term incentive plans, share-based compensation awards that settle in shares of Company stock may be delivered on a gross settlement basis or a net settlement basis, as determined by the recipient.

Share-based compensation expense (income) was as follows:

	Year Ended December 31,		
	2023	2022	2021
PUs	$ 3,755	$ 248	$ (916)
RSUs	3,272	1,738	4,201
Stock options	691	1,273	2,289
Total	$ 7,718	$ 3,259	$ 5,574

Stock Options

Stock option awards are granted at the fair market value of the Company's stock price at the date of the grant and have a 10-year term. The stock option grants vest over three years from the date of grant.

Stock option transactions and related information for the year ended December 31, 2023 was as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding as of January 1, 2023	785,844	$ 59.41		
Forfeited	(2,629)	$ 37.28		
Expired	(99,271)	$ 55.23		
Outstanding as of December 31, 2023	683,944	$ 58.16	3.6	$ —
Exercisable as of December 31, 2023	645,572	$ 59.51	3.4	$ —

There were no stock options granted during the years ended December 31, 2023 and 2022. The weighted-average grant date fair value of stock options granted during the year ended December 31, 2021 was $16.46. The total intrinsic value of stock options exercised during the year ended December 31, 2021 was $142. There were no stock options exercised during the years ended December 31, 2023 or 2022.

As of December 31, 2023, unrecognized compensation expense for stock options amounted to $110. Such cost is expected to be recognized over a weighted average period of approximately 0.3 years.

The fair value of the stock options was estimated at the date of the grant using the Black-Scholes option pricing model. Expected volatility was based on the historical volatility of the Company's common stock. The expected stock option life was calculated using the simplified method. The risk-free rate is based on the U.S. Treasury zero-coupon issues with a term equal to the expected stock option life on the date the stock options were granted. The fair value of each stock option was estimated using the following assumptions:

	2021
Expected volatility	48.65% - 50.50%
Dividend yield	0.00 %
Expected option life - years	6.0
Risk-free rate	0.6% - 0.9%

(Dollar amounts in thousands except per share and share amounts)

Restricted Stock and Restricted Stock Units

The fair value of the restricted stock and restricted stock units is determined based on the closing price of the common stock on the date of grant. The restricted stock and restricted stock units vest over one or three years.

Restricted stock and restricted stock units transactions and related information for the year ended December 31, 2023 was as follows:

	Restricted Stock and Restricted Units	Weighted Average Grant Date Fair Value
Non-vested as of January 1, 2023	389,036	$ 11.98
Granted	308,612	$ 16.11
Vested	(260,790)	$ 6.30
Forfeited	(27,624)	$ 19.40
Non-vested as of December 31, 2023	409,234	$ 23.06

The weighted-average grant date fair value of restricted stock and restricted stock units granted during the years ended December 31, 2023, 2022 and 2021 was $16.11, $9.46 and $32.38, respectively. The total fair value of restricted stock and restricted stock units vested during the years ended December 31, 2023, 2022 and 2021 was $1,642, $9,153 and $9,299, respectively.

As of December 31, 2023, unrecognized compensation expense for restricted stock and restricted stock units amounted to $3,855. Such cost is expected to be recognized over a weighted-average period of approximately 1.8 years.

Performance-Vested Restricted Stock Units

The actual number of performance units that will vest depends on the Company's achievement of target performance goals related to the Company's ROIC and total shareholder return over a performance period, which may range from 0% to 200% of the target award amount. The PUs cliff vest at the end of their three-year performance period or vest ratably over three years after their initial two-year performance period. PUs that are expected to be settled in shares of the Company's common stock are accounted for as equity awards, and the fair value is determined based on the closing price of the common stock on the date of grant and a contemporaneous valuation by an independent valuation specialist with respect to the total shareholder return performance units. PUs that are expected to be settled in cash are accounted for as liability awards.

A summary of activity for performance-vested restricted stock units transactions and related information for the year ended December 31, 2023 was as follows:

	Stock Settled Performance Units	Cash Settled Performance Units	Weighted Average Grant Date Fair Value
Non-vested as of January 1, 2023	195,657	83,816	$ 18.50
Granted	—	324,604	$ 19.54
Vested at 0% payout	(64,099)	(83,816)	$ 22.50
Forfeited	(10,434)	(27,468)	$ 15.88
Non-vested as of December 31, 2023	121,124	297,136	$ 15.69

The weighted-average grant date fair value of performance units granted during the years ended December 31, 2023, 2022 and 2021 was $19.54, $9.41 and $39.70, respectively. The total fair value of PUs vested during the years ended December 31, 2023, 2022 and 2021 was $3,328, $10,578, and $4,864, respectively. Actual payout of units vested was 0% and no cash was paid to settle PUs during the years ended December 31, 2023, 2022 and 2021.

As of December 31, 2023, unrecognized compensation expense for the PUs granted in 2023 and 2022 was $3,672 and $1,118, respectively. Such cost is expected to be recognized over a weighted-average period of approximately 1.9 years.

(Dollar amounts in thousands except per share and share amounts)

The fair value of certain performance units is estimated using a Monte Carlo simulation. Expected volatility was calculated based on historical stock price volatility over the previous year. The risk-free rate was based on the U.S. Treasury yield curve, generally represented by U.S. Treasury securities, with a term equal to the expected life of the performance units. The dividend yield was assumed to be zero based on Company's historical patterns and future expectation. The fair value of the performance units were estimated using the following assumptions:

	2023	2022
Expected volatility	100.42 %	88.24 %
Dividend yield	0.00 %	0.00 %
Risk-free rate	4.60 %	1.71 %

20. Contingent Liabilities

Litigation and Claims

Various legal actions, proceedings, and claims (generally, "matters") are pending or may be instituted or asserted against the Company. The Company accrues for matters when losses are deemed probable and reasonably estimable. Any resulting adjustments, which could be material, are recorded in the period the adjustments are identified. As of December 31, 2023, the Company does not believe that there is a reasonable possibility that any material loss exceeding the amounts already accrued for matters, if any, has been incurred. However, the ultimate resolutions of these matters are inherently unpredictable and could require payment substantially in excess of the amounts that have been accrued or disclosed.

Environmental

The Company is subject to a broad range of federal, state and local environmental and occupational safety and health laws and regulations in the United States and other countries, including those governing: emissions to air, discharges to water, noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and human health and safety. The Company may incur substantial costs associated with hazardous substance contamination or exposure, including cleanup costs, fines, and civil or criminal sanctions, third party property or natural resource damage, personal injury claims or costs to upgrade or replace existing equipment as a result of violations of or liabilities under environmental laws or the failure to maintain or comply with environmental permits required at their locations. In addition, many of the Company's current and former facilities are located on properties with long histories of industrial or commercial operations, and some of these properties have been subject to certain environmental investigations and remediation activities. The Company maintains environmental reserves for certain of these sites. As of December 31, 2023 and 2022, the Company had $11,354 and $10,817, respectively, reserved in accrued liabilities and other liabilities on the consolidated balance sheet on an undiscounted basis, which it believes are adequate. Because some environmental laws (such as the Comprehensive Environmental Response, Compensation and Liability Act and analogous state laws) can impose liability retroactively and regardless of fault on potentially responsible parties for the entire cost of cleanup at currently or formerly owned or operated facilities, as well as sites at which such parties disposed or arranged for disposal of hazardous waste, the Company could become liable for investigating or remediating contamination at their current or former properties or other properties (including offsite waste disposal locations). The Company may not always be in complete compliance with all applicable requirements of environmental laws or regulation, and the Company may receive notices of violation or become subject to enforcement actions or incur material costs or liabilities in connection with such requirements. In addition, new environmental requirements or changes to interpretations of existing requirements, or in their enforcement, could have a material adverse effect on the Company's business, results of operations, and financial condition. The Company has made and will continue to make expenditures to comply with environmental requirements. While the Company's costs to defend and settle known claims arising under environmental laws have not been material in the past and are not currently estimated to have a material adverse effect on the Company's financial condition, such costs may be material to the Company's financial statements in the future.

Brazil Indirect Tax Claim

In 2019, the Superior Judicial Court of Brazil rendered a favorable decision on a case challenging whether a certain state value-added tax should be included in the calculation of federal gross receipts taxes. The decision will allow the Company the right to recover, through offset of federal tax liabilities, amounts collected by the government. As a result of the favorable decision, the Company recorded pre-tax recoveries of $8,000 in the South America segment and in cost of products sold for the year ended December 31, 2019. As of December 31, 2023, the Company had $640 of pre-tax recoveries remaining. Timing on realization of these remaining recoveries is dependent upon generation of federal tax liabilities eligible for offset.

(Dollar amounts in thousands except per share and share amounts)

21. Business Segments

For the periods presented herein, the Company's automotive business was organized in the following reportable segments: North America, Europe, Asia Pacific and South America. All other business activities were reported in Corporate, eliminations and other. The Company's principal products within each of the reportable segments are sealing, fuel and brake delivery, and fluid transfer systems. Effective January 1, 2024, the Company changed its management reporting structure with the launch of global product line-focused business segments and the chief operating decision maker will prospectively begin to assess operating performance by product line rather than geography. As a result, beginning with the first quarter of 2024, the Company expects to report its financial results in two reportable segments based on product line: Sealing Systems and Fluid Handling Systems.

The Company uses Segment adjusted EBITDA as the measure of earnings to assess the performance of each segment and determine the resources to be allocated to the segments. The results of each segment include certain allocations for general, administrative and other shared costs. Segment adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

The accounting policies of the Company's segments are consistent with those described in Note 2. "Basis of Presentation and Summary of Significant Accounting Policies."

Certain financial information on the Company's reportable segments was as follows:

	Year Ended December 31,		
	2023	2022	2021
Sales to external customers			
North America	$ 1,486,100	$ 1,341,099	$ 1,148,257
Europe	648,256	503,672	518,245
Asia Pacific	452,441	443,126	458,306
South America	125,629	100,420	61,713
Total Automotive	2,712,426	2,388,317	2,186,521
Corporate, eliminations and other	103,453	137,074	143,670
Consolidated	$ 2,815,879	$ 2,525,391	$ 2,330,191
Intersegment sales			
North America	$ 10,780	$ 11,979	$ 9,775
Europe	8,195	7,272	9,502
Asia Pacific	10,101	3,847	1,863
South America	12	54	15
Total Automotive	29,088	23,152	21,155
Corporate, eliminations and other	(29,088)	(23,152)	(21,155)
Consolidated	$ —	$ —	$ —
Adjusted EBITDA			
North America	$ 125,580	$ 70,819	$ 54,616
Europe	25,258	(37,137)	(49,599)
Asia Pacific	26,429	1,556	(16,756)
South America	10,692	97	(9,852)
Total Automotive	187,959	35,335	(21,591)
Corporate, eliminations and other	(20,883)	2,533	13,557
Consolidated	$ 167,076	$ 37,868	$ (8,034)

(Dollar amounts in thousands except per share and share amounts)

	Year Ended December 31,		
	2023	2022	2021
Net interest expense			
North America	$ (331)	$ 365	$
Europe	2,251	560	1
Asia Pacific	1,677	1,602	1
South America	(232)	1,659	
Total Automotive	3,365	4,186	3
Corporate, eliminations and other	126,712	74,328	68
Consolidated	$ 130,077	$ 78,514	$ 72
Depreciation and amortization expense			
North America	$ 50,964	$ 51,592	$ 54
Europe	20,567	26,694	32
Asia Pacific	25,448	27,509	32
South America	3,317	2,701	2
Total Automotive	100,296	108,496	122
Corporate, eliminations and other	9,635	13,980	16
Consolidated	$ 109,931	$ 122,476	$ 139
Capital expenditures			
North America	$ 51,185	$ 39,276	$ 36
Europe	10,568	7,965	27
Asia Pacific	14,036	15,374	20
South America	3,268	6,107	3
Total Automotive	79,057	68,722	88
Corporate, eliminations and other	1,686	2,428	7
Consolidated	$ 80,743	$ 71,150	$ 96

(Dollar amounts in thousands except per share and share amounts)

	Year Ended December 31,		
	2023	2022	2021
Adjusted EBITDA	$ 167,076	$ 37,868	$ (8,034)
Impairment charges	(4,768)	(43,710)	(25,609)
Restructuring charges	(18,018)	(18,304)	(36,950)
Pension settlement and curtailment charges	(16,035)	(2,682)	(1,279)
Lease termination costs	—	—	(748)
Gain on sale of businesses, net	586	—	696
Gain on sale of fixed assets, net	—	33,391	—
Deconsolidation of joint venture	—	(2,257)	—
Indirect tax adjustments	—	(1,409)	—
Loss on refinancing and extinguishment of debt	(81,885)	—	—
EBITDA	$ 46,956	$ 2,897	$ (71,924)
Income tax expense	(8,933)	(17,291)	(39,392)
Interest expense, net of interest income	(130,077)	(78,514)	(72,511)
Depreciation and amortization	(109,931)	(122,476)	(139,008)
Net loss attributable to Cooper-Standard Holdings Inc.	$ (201,985)	$ (215,384)	$ (322,835)

	December 31,	
	2023	2022
Segment assets		
North America	$ 837,615	$ 851,623
Europe	306,248	338,225
Asia Pacific	435,653	447,257
South America	89,075	73,403
Total Automotive	1,668,591	1,710,508
Corporate, eliminations and other	203,708	253,021
Consolidated	$ 1,872,299	$ 1,963,529

(Dollar amounts in thousands except per share and share amounts)

Geographic Information

Geographic information for revenues, based on country of origin, and property, plant and equipment, net, is as follows:

	Year Ended December 31,		
	2023	2022	2021
Revenues			
Mexico	$ 774,357	$ 696,755	$ 592,777
United States	616,883	589,801	539,528
China	354,492	354,741	371,811
Poland	226,254	166,114	168,357
Canada	168,738	144,890	116,854
Germany	112,686	116,153	116,509
France	98,915	90,711	94,334
Other	463,554	366,226	330,021
Consolidated	$ 2,815,879	$ 2,525,391	$ 2,330,191

	December 31,	
	2023	2022
Property, plant and equipment, net		
Mexico	$ 134,442	$ 132,956
United States	124,240	134,978
China	118,306	140,182
Poland	44,535	45,100
Germany	27,945	30,606
Canada	27,375	26,416
France	18,161	18,834
Other	113,427	113,788
Consolidated	$ 608,431	$ 642,860

Customer Concentration

Sales to customers of the Company which contributed 10% or more of its total consolidated sales and the related percentage of consolidated Company sales for 2023, 2022 and 2021 are as follows:

	2023 % of Net Sales	2022 % of Net Sales	2021 % of Net Sales
Customer			
Ford	25 %	25 %	24 %
General Motors	17 %	19 %	17 %
Stellantis	13 %	14 %	14 %

SCHEDULE II

Valuation and Qualifying Accounts
(Dollars amounts in millions)

Description	Balance at beginning of period	Charged to Expenses	Charged (credited) to other accounts [1]	Deductions [2]	Balance at end of period
Allowance for credit losses:					
Year ended December 31, 2023	$ 17.2	1.9	(12.4)	(0.8)	$ 5.9
Year ended December 31, 2022	$ 20.3	(0.2)	(2.1)	(0.8)	$ 17.2
Year ended December 31, 2021	$ 7.1	16.4 [3]	(0.3)	(2.9)	$ 20.3

[1] Primarily usage of a previously recorded allowance for credit loss resulting from the bankruptcy proceedings of a divested joint venture for the year ended December 31, 2023, and foreign currency translation for the years ended December 31, 2022 and 2021.
[2] Includes impact of divestitures.
[3] Includes $11.2 resulting from the bankruptcy proceedings of a divested joint venture.

Description	Balance at beginning of period	Additions		Deductions	Balance at end of period
		Charged to Income	Charged to Equity [4]		
Tax valuation allowance:					
Year ended December 31, 2023	$ 384.8	47.3 [5]	6.6	—	$ 438.7
Year ended December 31, 2022	$ 335.0	65.6 [6]	(15.8)	—	$ 384.8
Year ended December 31, 2021	$ 234.4	124.2 [7]	(23.6)	—	$ 335.0

[4] Includes foreign currency translation.
[5] Primarily related to 2023 losses with no benefit in the U.S. and certain foreign jurisdictions.
[6] Primarily related to 2022 losses with no benefit in the U.S. and certain foreign jurisdictions in addition to new valuation allowance in Poland.
[7] Primarily related to 2021 losses with no benefit in the U.S. and certain foreign jurisdictions in addition to new valuation allowance in the U.S., France and Canada.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company has evaluated, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2023. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. However, based on that evaluation, the Company's Chief Executive Officer along with the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2023.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on the evaluation under the framework in Internal Control—Integrated Framework, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023.

The attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting is set forth in Item 8. "Financial Statements and Supplementary Data" of this Report under the caption "Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting" and incorporated herein by reference.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the fourth quarter ended December 31, 2023 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

Rule 10b5-1 Trading Arrangements

During the three months ended December 31, 2023, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended), adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933, as amended).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers

The information required by Item 10 regarding the Company's directors is incorporated by reference from the information under the headings "Proposals - Proposal 1: Election of Directors" in the Company's definitive Proxy Statement for its 2024 Annual Meeting of Stockholders (the "2024 Proxy Statement"). The information required by Item 10 regarding the Company's executive officers is incorporated by reference from the information under the headings "Corporate Governance, Board and Committee Matters - Executive Officers" in the 2024 Proxy Statement.

Audit Committee

The information required by Item 10 regarding the Audit Committee, including the identification of the Audit Committee members and the "audit committee financial expert," is incorporated by reference from the information in the 2024 Proxy Statement under the heading "Corporate Governance, Board and Committee Matters - Board Committees and Their Functions - Audit Committee."

Compliance with Section 16(a) of The Exchange Act

The information required by Item 10 regarding compliance with Section 16(a) of the Exchange Act, if any, is incorporated by reference from the information in the 2024 Proxy Statement under the heading "Corporate Governance, Board and Committee Matters - Delinquent Section 16(a) Reports."

Code of Conduct

The information required by Item 10 regarding our code of ethics is incorporated by reference from the information in the 2024 Proxy Statement. The Company's Code of Conduct applies to all of the Company's officers, directors and employees and is available on the Company's website at www.cooperstandard.com. To access the Code of Conduct, first click on "Investors" and then click on "Corporate Governance."

Item 11. Executive Compensation

The information required by Item 11 is incorporated by reference to our 2024 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 is incorporated by reference to our 2024 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 is incorporated by reference to our 2024 Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 is incorporated by reference to our 2024 Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents Filed as Part of this Annual Report on Form 10-K:

All other financial statement schedules are not required under the related instructions or are inapplicable and therefore have been omitted.

3. Exhibits listed on the "Index to Exhibits"

Index to Exhibits

Unless otherwise provided, the SEC File Number under which each document incorporated by reference herein was filed is 001-36127.

Exhibit No.	Description of Exhibit
2.1*	Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 26, 2010 (incorporated by reference to Exhibit 2.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed May 24, 2010 (File No. 333-123708)).
3.1*	Third Amended and Restated Certificate of Incorporation of Cooper-Standard Holdings Inc., dated May 27, 2010 (incorporated by reference to Exhibit 3.1 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
3.2*	Amended and Restated Bylaws of Cooper-Standard Holdings Inc. (incorporated by reference to Exhibit 3.2 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2016).
3.3*	Cooper-Standard Holdings Inc. Certificate of Designations 7% Cumulative Participating Convertible Preferred Stock (incorporated by reference to Exhibit 3.3 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
3.4*	Certificate of Designation of Series A Junior Participating Preferred Stock of Cooper-Standard Holdings Inc. filed with the Secretary of State of the State of Delaware on November 7, 2022 (incorporated by reference to Exhibit 3.1 to Cooper-Standard Holdings Inc.'s Registration of Securities on Form 8-A filed November 7, 2022 (File No. 000-54305)).
3.5*	Certificate of Elimination of 7% Cumulative Participating Convertible Preferred Stock of Cooper-Standard Holdings Inc., filed with the Secretary of State of the State of Delaware on November 7, 2022 (incorporated by reference to Exhibit 3.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed November 7, 2022.
4.1*	Registration Rights Agreement, dated as of May 27, 2010, by and among Cooper-Standard Holdings Inc., the Backstop Purchasers and the other holders party thereto (incorporated by reference to Exhibit 4.3 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010 (File No. 333-123708)).
4.2*	Indenture, dated as of November 2, 2016, by and among Cooper-Standard Automotive Inc., the guarantors party thereto and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed November 7, 2016).
4.3*	Description of Securities (incorporated by reference to Exhibit 4.3 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2022).
4.4*	Indenture, dated as of May 29, 2020, by and among Cooper-Standard Automotive Inc., the Guarantors party thereto and U.S. Bank National Association, as Trustee and Collateral Agent (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 1, 2020 (File No. 001-36127)).
4.5*	Section 382 Rights Agreement, dated as of November 7, 2022, by and between Cooper-Standard Holdings Inc. and Broadridge Corporate Issuer Solutions, Inc., which includes the Form of Certificate of Designation as Exhibit A, Form of Rights Certificate as Exhibit B, and the Form of Summary of Rights as Exhibit C (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Registration of Securities on Form 8-A filed November 7, 2022 (File No. 000-54305)).

Exhibit No.	Description of Exhibit
4.6*	First Supplemental Indenture, dated as of January 20, 2023, by and among Cooper-Standard Automotive Inc., the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee, relating to the 5.625% Senior Notes due 2026 (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed January 23, 2023).
4.7*	Indenture, dated as of January 27, 2023, by and among Cooper-Standard Automotive Inc., as issuer, the Guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent, relating to 13.50% Cash Pay / PIK Toggle Senior Secured First Lien Notes due 2027 (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed January 30, 2023).
4.8*	Indenture, dated as of January 27, 2023, by and among Cooper-Standard Automotive Inc., as issuer, the Guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent, relating to 5.625% Cash Pay / 10.625% PIK Toggle Senior Secured Third Lien Notes due 2027 (incorporated by reference to Exhibit 4.2 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed January 30, 2023).
10.1*	Third Amended and Restated Loan Agreement, dated as of November 2, 2016, among Cooper-Standard Automotive Inc., Cooper-Standard Automotive Canada Limited, Cooper-Standard Automotive International Holdings B.V., and certain subsidiaries of Cooper-Standard Automotive Inc., as guarantors, CS Intermediate HoldCo 1 LLC, as Holdings, the lenders party thereto and Bank of America, N.A. as agent for such lenders (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed November 7, 2016).
10.2*	Credit Agreement, dated as of April 4, 2014, among CS Intermediate HoldCo 2 LLC, CS Intermediate HoldCo 1 LLC, Deutsche Bank AG New York Branch, as administrative agent and collateral agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed April 8, 2014).
10.3*	Amendment No. 1, dated as of November 2, 2016, to the Term Loan Credit Agreement, among Cooper-Standard Automotive Inc., as the borrower, certain subsidiaries of Cooper-Standard Automotive Inc., as guarantors, CS Intermediate HoldCo 1 LLC, as Holdings, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent and other lenders party thereto (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed November 7, 2016).
10.4*	Amendment No. 2, dated as of May 2, 2017 to the Term Loan Credit Agreement, among Cooper-Standard Automotive Inc., as the borrower, certain subsidiaries of Cooper-Standard Automotive Inc., as guarantors, CS Intermediate Holdco 1 LL, as Holdings, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent and the other lenders party thereto (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017).
10.5*	Amendment No. 3, dated as of March 6, 2018 to the Term Loan Credit Agreement, among Cooper-Standard Automotive Inc., as the borrower, certain subsidiaries of Cooper-Standard Automotive Inc., as guarantors, CS Intermediate Holdco 1 LL, as Holdings, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018).
10.6*	Amendment No. 1, dated as of March 24, 2020, to the Third Amended and Restated Loan Agreement and Limited Waiver by and among CS Intermediate Holdco 1 LLC, Cooper-Standard Automotive Inc., Cooper-Standard Automotive Canada Limited, Cooper-Standard Automotive International Holdings B.V., certain subsidiaries of Cooper-Standard Automotive Inc., the lenders party thereto and Bank of America, N.A. as agent for such lenders (incorporated by reference to Exhibit 10.4 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020).

Exhibit No.	Description of Exhibit
10.7*	Amendment No. 2, dated as of May 18, 2020, to the Third Amended and Restated Loan Agreement by and among Cooper-Standard Automotive Inc., as loan party agent, and Bank of America, N.A. as agent for such lenders (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2020).
10.8*	Transaction Support Agreement, dated as of November 15, 2022, among CSA, Parent, Holdings, the other Credit Parties and the Consenting Noteholders (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed November 15, 2022).
10.9*	Backstop Agreement, dated as of December 19, 2022, among Cooper-Standard Automotive Inc., J.P. Morgan Investment Management Inc. and Millstreet Capital Management LLC (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed December 20, 2022).
10.10*	Third Amendment, dated as of December 19, 2022, to the Third Amended and Restated Loan Agreement, among CS Intermediate Holdco 1 LLC, Cooper-Standard Automotive Inc., Cooper-Standard Automotive Canada Limited, Cooper-Standard Automotive International Holdings B.V., certain subsidiaries of Cooper-Standard Automotive Inc., the lenders party thereto and Bank of America, N.A. as agent for such lenders (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed December 20, 2022).
10.11*	Amendment No. 1 to the Transaction Support Agreement, dated as of December 15, 2022, among Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc., CS Intermediate Holdco 1 LLC, certain other direct or indirect subsidiaries of Cooper-Standard Holdings Inc., J.P. Morgan Investment Management Inc. and Millstreet Capital Management LLC (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed December 20, 2022).
10.12*†	Cooper-Standard Automotive Inc. Deferred Compensation Plan, effective January 1, 2005 with Amendments through December 31, 2008 (incorporated by reference to Exhibit 10.33 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.13*†	Cooper-Standard Automotive Inc. Supplemental Executive Retirement Plan, effective January 1, 2011 (incorporated by reference to Exhibit 10.10 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.14*†	Amended and Restated 2011 Cooper-Standard Holdings Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.12 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2013).
10.15*†	Amended and Restated Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017).
10.16*†	Letter Agreement between Jeffrey S. Edwards, Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc. dated October 1, 2012 (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2012).
10.17*†	Form of Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.38 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2014).

Exhibit No.	Description of Exhibit
10.18*†	Offer Letter between Jonathan P. Banas and Cooper-Standard Automotive Inc. dated August 17, 2015 (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed on August 28, 2015).
10.19*†	Form of Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2015).
10.20*†	Form of Cooper-Standard Holdings Inc. Amended and Restated Indemnification Agreement for officers and directors (incorporated by reference to Exhibit 10.36 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2018).
10.21*†	Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.36 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2019).
10.22*†	Form of Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017).
10.23*†	Form of Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Nonqualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.5 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017).
10.24*†	Form of Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.42 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2019).
10.25*†	Form of 2018 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Nonqualified Stock Option Agreement. (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018).
10.26*†	Form of 2019 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc. Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2019).
10.27*†	Form of 2020 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020).
10.28*†	Form of 2020 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Performance Unit Award Agreement (cash-settled award) (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020).
10.29*†	Form of 2020 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (cash-settled award) (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020).
10.30*†	Form of 2021 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021).

Exhibit No.	Description of Exhibit
10.31*†	Form of 2021 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Performance Unit Award Agreement (cash-settled award) (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021).
10.32*†	Form of 2021 Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (cash or stock-settled award) (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021).
10.33*†	Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 4.4 to Cooper-Standard Holdings Inc.'s Post-Effective Amendment No. 1 to Form S-8 filed on Form S-8POS on May 20, 2021).
10.34*†	Cooper-Standard Automotive Inc. Executive Severance Pay Plan, Amended and Restated as of June 9, 2021 (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2021).
10.35*†	Cooper-Standard Automotive Inc. Annual Incentive Plan Amended and Restated effective as of January 1, 2021(incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2021).
10.36*†	Form of 2021 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021).
10.37*†	Form of 2021 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (cash or stock-settled award) (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021).
10.38*†	Form of 2022 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Performance Award Agreement (ROIC) (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022).
10.39*†	Form of 2022 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Performance Award Agreement (TSR) (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022).
10.40*†	Form of 2022 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (cash or stock-settled award) (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022).
10.41*†	Form of 2022 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (cash or stock-settled award) (interim awards) (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2022).
10.42*†	Form of 2023 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Performance Award Agreement (ROIC) (cash settled) (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023).
10.43*†	Form of 2023 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Performance Award Agreement (TSR) (cash settled) (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023).

Exhibit No.	Description of Exhibit
10.44*†	Form of 2023 Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (stock-settled award) (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023).
10.45*†	The Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan, as amended and restated effective May 18, 2023 (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Registration Statement filed on Form S-8 on May 18, 2023).
21.1**	List of Subsidiaries of Cooper-Standard Holdings Inc.
23.1**	Consent of Independent Registered Public Accounting Firm.
31.1**	Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).
31.2**	Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).
32***	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1**	Cooper-Standard Holdings Inc. Incentive Compensation Clawback Policy.
101.SCH****	Inline XBRL Taxonomy Extension Schema Document
101.CAL****	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF****	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB****	Inline XBRL Taxonomy Label Linkbase Document
101.PRE****	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104****	Cover Page Interactive Data File, formatted in Inline XBRL

* Incorporated by reference as an exhibit to this Report.
** Filed with this Report.
*** Furnished with this Report
**** Submitted electronically with this Report in accordance with the provisions of Regulation S-T.
† Management contract or compensatory plan or arrangement.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

COOPER-STANDARD HOLDINGS INC.

Date: February 16, 2024

/s/ Jeffrey S. Edwards

Jeffrey S. Edwards
Chairman and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on February 16, 2024 by the following persons on behalf of the Registrant in the capacities indicated.

Signature	Title
/s/ Jeffrey S. Edwards Jeffrey S. Edwards	Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Jonathan P. Banas Jonathan P. Banas	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Amy B. Kulikowski Amy B. Kulikowski	Chief Accounting Officer (Principal Accounting Officer)
/s/ David J. Mastrocola David J. Mastrocola	Lead Director
/s/ John G. Boss John G. Boss	Director
/s/ Richard J. Freeland Richard J. Freeland	Director
/s/ Adriana E. Macouzet-Flores Adriana E. Macouzet-Flores	Director
/s/ Christine M. Moore Christine M. Moore	Director
/s/ Robert J. Remenar Robert J. Remenar	Director
/s/ Sonya F. Sepahban Sonya F. Sepahban	Director
/s/ Thomas W. Sidlik Thomas W. Sidlik	Director
/s/ Stephen A. Van Oss Stephen A. Van Oss	Director

Exhibit 21.1

Subsidiaries of Cooper-Standard Holdings Inc. [1]

Subsidiary Name	Jurisdiction of Organization
Cooper-Standard Automotive (Australia) Pty. Ltd.	Australia
CSA (Barbados) Investment Co. Ltd.	Barbados
Cooper-Standard Automotive Brasil Sealing Ltda.	Brazil
Itatiaia Standard Industrial Ltda.	Brazil
Cooper-Standard Automotive Canada Limited	Canada
Cooper (Wuhu) Automotive Co., Ltd.	China
Cooper Standard (Shandong) Automotive Parts Co., Ltd.	China
Cooper Standard Automotive (Kunshan) Co., Ltd.	China
Cooper Standard Automotive (Suzhou) Co., Ltd.	China
Cooper Standard Chongqing Automotive Co., Ltd.	China
Cooper Standard Fluid Systems (Kunshan) Co. Ltd.	China
Cooper Standard INOAC Automotive (Huai'an) Co Ltd	China
Cooper Standard Sealing (Guangzou) Co. Ltd. (51%)	China
Cooper Standard Sealing (Shanghai) Co., Ltd.	China
Cooper Standard Sealing (Shenyang) Co. Ltd.	China
Cooper-Standard FAWSN Automotive Systems (Changchun) Co., Ltd. (55%)	China
Cooper-Standard Investment Co., Ltd.	China
Shanghai Jyco Sealing Products Co., Ltd.	China
Shanghai Shumi Automotive Parts Co., Ltd.	China
Yantai Leading Solution Auto Parts Co., Ltd (50%)	China
CS Automotive Costa Rica S.A.	Costa Rica
Cooper-Standard Automotive Ceska Republika s.r.o.	Czech Republic
Cooper-Standard Automotive France S.A.S.	France
Cooper-Standard France SAS	France
Cooper Standard Europe GmbH	Germany
Cooper Standard GmbH	Germany
Cooper Standard Service GmbH	Germany
Cooper-Standard Automotive (Deutschland) GmbH	Germany
Metzeler Kautschuk Unterstützungskasse Gesellschaft mit beschränkter Haftung	Germany
Cooper-Standard Services India Private Limited	India
Polyrub Cooper Standard FTS Private Ltd. (35%)	India
Cooper-Standard Automotive Italy S.p.A.	Italy
Cooper-Standard Automotive Italy Service SRL	Italy
Cooper Standard Automotive Japan Inc.	Japan
Cooper Standard Automotive Korea Inc.	Korea, Republic of
Cooper Standard Korea Inc.	Korea, Republic of
CooperStandard Automotive and Industrial Inc.	Korea, Republic of
Coopermex, S.A. de C.V.	Mexico
Cooper-Standard Automotive de Mexico S.A. de C.V.	Mexico
Cooper-Standard Automotive FHS, S. de R.L. de C.V.	Mexico
Cooper-Standard Automotive Fluid Systems de Mexico, S. de R.L. de C.V.	Mexico
Cooper-Standard Automotive Sealing de Mexico, S.A. de C.V.	Mexico
Cooper-Standard Automotive Services, S. de R.L. de C.V.	Mexico

Subsidiary Name	Jurisdiction of Organization
Cooper-Standard de México S de RL de CV	Mexico
Cooper-Standard Technical Services de Mexico, S. de R.L. de C.V.	Mexico
CS Mexico Holdings, S. de R.L. de C.V.	Mexico
Manufacturera El Jarudo, S. de R.L. de C.V.	Mexico
Cooper-Standard Automotive International Holdings B.V.	Netherlands
Cooper-Standard Latin America B.V.	Netherlands
Cooper Standard Polska Sp. z o.o.	Poland
S.C. Cooper-Standard Romania SRL	Romania
Cooper Standard Srbija DOO Sremska Mitrovica	Serbia
Cooper-Standard Holdings Singapore Pte. Ltd.	Singapore
Cooper-Standard Pte. Ltd.	Singapore
Cooper-Standard Automotive España, S.L.	Spain
Cooper Standard Sweden filial of Cooper-Standard Automotive International Holdings B.V.(2)	Sweden
Nishikawa Tachaplalert Cooper Ltd. (20%)	Thailand
Cooper-Standard Automotive UK Limited	United Kingdom
Cooper-Standard Automotive Fluid Systems Mexico Holding LLC	United States (Delaware)
Cooper-Standard Canada Holdings LLC	United States (Delaware)
Cooper-Standard FHS LLC	United States (Delaware)
CS Intermediate HoldCo 1 LLC	United States (Delaware)
NISCO Holding Company	United States (Delaware)
Nishikawa Cooper LLC (40%)	United States (Delaware)
Liveline Technologies Inc.	United States (Delaware)
Cooper-Standard Foundation Inc.(3)	United States (Michigan)
Cooper-Standard Automotive Inc.	United States (Ohio)
Cooper-Standard Industrial and Specialty Group, LLC	United States (Ohio)
CSA Services Inc.	United States (Ohio)

(1) Subsidiaries as of January 31, 2024; wholly-owned except as otherwise indicated

(2) This is a branch office of Cooper-Standard Automotive International Holdings B.V.

(3) This is a Michigan non-profit corporation

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 File No. 333-175637) of Cooper-Standard Holdings Inc.,

(2) Registration Statement (Form S-8 File No. 333-188516) pertaining to the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan,

(3) Registration Statement (Form S-3 File No. 333-189981) of Cooper-Standard Holdings Inc.,

(4) Registration Statement (Form S-8 File No. 333-218127) pertaining to the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan and the Cooper-Standard Holdings Inc. 2021 Omnibus Incentive Plan, and

(5) Registration Statement (Form S-8 File No. 333-272039) pertaining to the Cooper-Standard Holdings Inc. Amended and Restated 2021 Omnibus Incentive Plan;

of our reports dated February 16, 2024, with respect to the consolidated financial statements and schedule of Cooper-Standard Holdings Inc. and the effectiveness of internal control over financial reporting of Cooper-Standard Holdings Inc. included in this Annual Report (Form 10-K) of Cooper-Standard Holdings Inc. for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Detroit, Michigan
February 16, 2024

Exhibit 31.1

COOPER-STANDARD HOLDINGS INC.
Certification of the Principal Executive Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Jeffrey S. Edwards, certify that:

1 I have reviewed this annual report on Form 10-K of Cooper-Standard Holdings Inc.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably like to materially affect, the registrant’s internal control over financial reporting; and

5 The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Jeffrey S. Edwards

Dated: February 16, 2024

Jeffrey S. Edwards
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

COOPER-STANDARD HOLDINGS INC.
Certification of the Principal Financial Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Jonathan P. Banas, certify that:

1 I have reviewed this annual report on Form 10-K of Cooper-Standard Holdings Inc.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 16, 2024

/s/ Jonathan P. Banas

Jonathan P. Banas
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of this annual report on Form 10-K of Cooper-Standard Holdings Inc. (the "Company") for the period ended December 31, 2023, with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1 The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 16, 2024

/s/ Jeffrey S. Edwards

Jeffrey S. Edwards
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Jonathan P. Banas

Jonathan P. Banas

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 97.1

COOPER-STANDARD HOLDINGS INC.

Incentive Compensation Clawback Policy

(As Adopted on October 10, 2023 Pursuant to NYSE Rule 303A.14)

1. Overview. The Compensation Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Cooper-Standard Holdings Inc. (the "***Company***") has adopted this Incentive Compensation Clawback Policy (the "***Policy***") which requires the recoupment of certain incentive-based compensation in accordance with the terms herein and is intended to comply with Section 303A.14 of The New York Stock Exchange Listed Company Manual, as such section may be amended from time to time (the "***Listing Rules***"). Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms under Section 12 of this Policy.

2. Interpretation and Administration. The Committee shall have full authority to interpret and enforce the Policy; provided, however, that the Policy shall be interpreted in a manner consistent with its intent to meet the requirements of the Listing Rules. As further set forth in Section 10 below, this Policy is intended to supplement any other clawback policies and procedures that the Company may have in place from time to time pursuant to other applicable law, plans, policies or agreements.

3. Covered Executives. The Policy applies to each current and former Executive Officer of the Company who serves or served as an Executive Officer at any time during a performance period in respect of which Incentive Compensation is Received, to the extent that any portion of such Incentive Compensation is (a) Received by the Executive Officer during the last three completed Fiscal Years or any applicable Transition Period preceding the date that the Company is required to prepare a Restatement (regardless of whether any such Restatement is actually filed) and (b) determined to have included Erroneously Awarded Compensation. For purposes of determining the relevant recovery period referenced in the preceding clause (a), the date that the Company is required to prepare a Restatement under the Policy is the earlier to occur of (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement. Executive Officers subject to this Policy pursuant to this Section 3 are referred to herein as "***Covered Executives***."

4. Recovery of Erroneously Awarded Compensation. If any Erroneously Awarded Compensation is Received by a Covered Executive, the Company shall reasonably promptly take steps to recover such Erroneously Awarded Compensation in a manner described under Section 5 of this Policy. Additionally, in the event the Committee determines that a Covered Executive who Received Erroneously Awarded Compensation engaged in Misconduct, the Committee shall have discretion (but not the obligation) to seek recoupment of the full amount of Incentive Compensation that includes Erroneously Awarded Compensation, without limiting the amount of the recoupment to the Erroneously Awarded Compensation as described in the preceding sentence.

5. Forms of Recovery. The Committee shall determine, in its sole discretion and in a manner that effectuates the purpose of the Listing Rules, one or more methods for recovering any Erroneously Awarded Compensation hereunder (or other Incentive Compensation, as may be applicable under Section 4) in accordance with Section 4 above, which may include, without limitation: (a) requiring cash reimbursement; (b) seeking recovery or forfeiture of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards; (c) offsetting the amount to be recouped from any compensation otherwise owed by the Company to the Covered Executive; (d) cancelling outstanding vested or unvested equity awards; or (e) taking any other remedial and recovery action permitted by law, as determined by the Committee. To the extent the Covered Executive refuses to pay to the Company an amount equal to the Erroneously Awarded Compensation, the Company shall have the right to sue for repayment and/or enforce the Covered Executive's obligation to make payment through the reduction or cancellation of outstanding and future compensation. Any reduction, cancellation or forfeiture of compensation shall be done in compliance with Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

6. No Indemnification. The Company shall not indemnify any Covered Executive against the loss of any Erroneously Awarded Compensation for which the Committee has determined to seek recoupment pursuant to this Policy.

7. Exceptions to the Recovery Requirement. Notwithstanding anything in this Policy to the contrary, Erroneously Awarded Compensation need not be recovered pursuant to this Policy if the Committee (or, if the Committee is not composed solely of Independent Directors, a majority of the Independent Directors serving on the Board) determines that recovery would be impracticable as a result of any of the following:

(a) the direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange; or

(b) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

8. Committee Determination Final. Any determination by the Committee with respect to the Policy shall be final, conclusive and binding on all interested parties.

9. Amendment. The Policy may be amended by the Committee from time to time, to the extent permitted under the Listing Rules.

10. Non-Exclusivity. Nothing in the Policy shall be viewed as limiting the right of the Company or the Committee to pursue additional remedies or recoupment under or as required by any similar policy adopted by the Company or under the Company's compensation plans, award agreements, employment agreements or similar agreements or the applicable provisions of any law, rule or regulation which may require or permit recoupment to a greater degree or with respect to additional compensation as compared to this Policy (but without duplication as to any recoupment already made with respect to Erroneously Awarded Compensation pursuant to this Policy). This Policy shall be interpreted in all respects to comply with the Listing Rules.

11. Successors. The Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

12. Defined Terms.

"***Covered Executives***" shall have the meaning set forth in Section 3 of this Policy.

"***Erroneously Awarded Compensation***" shall mean the amount of Incentive Compensation actually Received that exceeds the amount of Incentive Compensation that otherwise would have been Received had it been determined based on the restated amounts, and computed without regard to any taxes paid. For Incentive Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Incentive Compensation is not subject to mathematical recalculation directly from the information in a Restatement:

(A) The calculation of Erroneously Awarded Compensation shall be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive Compensation was Received; and

(B) The Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

"***Exchange***" shall mean The New York Stock Exchange.

"***Executive Officer***" shall mean the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's parent(s) or subsidiaries shall be deemed executive officers of the Company if they perform such policy-making functions for the Company.

"***Financial Reporting Measures***" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures, including, without limitation, stock price and total shareholder return (in each case, regardless of whether such measures are presented within the Company's financial statements or included in a filing with the Securities and Exchange Commission).

"***Fiscal Year***" shall mean the Company's fiscal year; provided that a Transition Period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months will be deemed a completed fiscal year.

"***Incentive Compensation***" shall mean any compensation (whether cash or equity-based) that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure, and may include, but shall not be limited to, performance bonuses and long-term incentive awards such as stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units or other equity-based awards. For the avoidance of doubt, Incentive Compensation does not include awards that vest exclusively upon completion of a specified employment period, without any performance condition, and bonus awards that are discretionary or based on subjective goals or goals unrelated to Financial Reporting Measures. Notwithstanding the foregoing, compensation amounts shall not be considered "Incentive Compensation" for purposes of the Policy unless such compensation is Received (1) while the Company has a class of securities listed on a national securities exchange or a national securities association and (2) on or after October 2, 2023, the effective date of the Listing Rules.

"***Independent Director***" shall mean a director who is determined by the Board to be "independent" for Board or Committee membership, as applicable, under the rules of the Exchange, as of any determination date.

"***Listing Rules***" shall have the meaning set forth in Section 1 of this Policy.

Incentive Compensation shall be deemed "***Received***" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.

"***Misconduct***" means a material act of dishonesty, fraud or misrepresentation or a willful violation of a material Company policy or law, in each case that directly causes the applicable Restatement.

"***Restatement***" shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the Company's previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"***Transition Period***" shall mean any transition period that results from a change in the Company's Fiscal Year within or immediately following the three completed Fiscal Years immediately preceding the Company's requirement to prepare a Restatement.

Adopted on: October 10, 2023

Acknowledgment of Incentive Compensation Clawback Policy[1]

Reference is made to the Cooper-Standard Holdings Inc. Incentive Compensation Clawback Policy (as adopted on October 10, 2023 pursuant to NYSE Rule 303A.14) (the "***Policy***"). Capitalized terms used herein without definition have the meanings assigned to such terms under the Policy.

By signing below, the undersigned acknowledges, confirms and agrees that:

- the undersigned has received and reviewed a copy of the Policy;
- the undersigned is, and will continue to be, subject to the Policy to the extent provided therein;
- the Policy may apply both during and after termination of the undersigned's employment with the Company and its affiliates; and
- the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation to the Company pursuant to the Policy.

____
Signature

____
Print Name

____
Date