

Execute, Innovate, Grow

Annual Report 2022



The Terex Way

The values and beliefs that guide our actions and behaviors

INTEGRITY

- We will not sacrifice integrity for profit.
- We are transparent in all of our business dealings.
- We are accountable to our team members, customers and shareholders for achieving our goals while protecting our reputation and assets.

RESPECT

- We provide a safe and healthy work environment for our team members.
- We treat all people with dignity and respect.
- We value the differences in people's thinking, backgrounds and cultures.
- We are committed to team member development.

IMPROVEMENT

- We continuously search for new and better ways of doing things, eliminating waste and always improving.
- We challenge the status quo and require stretch goals.
- We work in teams across boundaries.

SERVANT LEADERSHIP

- We work to serve the needs of our customers, investors, and team members.
- We nurture a "chain of support" versus a "chain of command."
- We ask what we can do to help.

COURAGE

- We have the personal and professional courage to do the right thing and take risks that may cause us to win as well as to fail periodically.
- We make decisions and take action.
- We don't admonish failure, only the failure to learn.

CITIZENSHIP

- We're good global, local, and national citizens.
- We are good stewards of the environment and the communities in which we serve.
- We participate in making the world we live in a better place.



Strong Performance, Positioned for Growth

I want to thank our teams around the world for their hard work, dedication and resilience during 2022, a year characterized by a difficult operating environment. We are proud of our team members' performance which helped drive significant improvement across our business in 2022 as we navigated multiple challenges including inflationary pressures, supply chain disruptions and continued impacts from COVID-19. A special thank you to our teams that achieved Zero Harm safety culture objectives and demonstrated Zero Harm is attainable even in a difficult environment. Our 2022 results show the strength of our diverse portfolio of market-leading businesses which continue to be well-positioned to benefit from strong megatrends in the years ahead. Our team remains focused on executing and delivering on our multi-year growth plan as highlighted at the December Investor Day.

2022 RESULTS SIGNIFICANTLY IMPROVED OVER 2021

We generated considerable growth in revenue and earnings through our Execute, Innovate and Grow strategy. We delivered a year-over-year increase in earnings per share of 41%, from \$3.07 in 2021 to \$4.32 in 2022. Sales of \$4.4 billion were up 14% year-over-year as end-markets remained robust across geographies. Operating margin of 9.5% expanded 110 basis points driven by prudent cost management as well as price realization efforts. Both the Aerial Work Platforms and Materials Processing segments delivered strong revenue growth and margin expansion over the prior year.



John L. Garrison, Jr., Chairman and CEO (left) and Kieran Hegarty, President, Terex Materials Processing (right)

Our balance sheet remained strong as we executed against our disciplined capital allocation strategy in 2022. We increased our return on invested capital to 21.3% during the year, and our free cash flow of \$152 million was up 21% year-over-year. We returned \$132 million to our shareholders via share repurchases and dividends, prepaid the remaining \$78 million of our term loan, invested \$110 million in capital expenditures and deployed \$50 million into acquisitions and investments. We have no near term debt maturities, low net leverage and ample liquidity providing flexibility to invest in our future growth.

In addition, we announced a 15% increase to our quarterly dividend reflecting our continued confidence in Terex's strong financial position and the growth opportunities ahead of us. In December, our Board also expanded the size of our share repurchase program by

\$150 million, leaving us with approximately \$193 million of remaining authorization to opportunistically repurchase shares.

During 2022, we continued to engage in purposeful innovation and invested in technology to advance product capabilities, product quality, customer experience and operational performance. We introduced the first and only all-electric utility bucket truck, expanded our concrete product offering with the acquisition of ProAll and reaffirmed our focus on the circular economy through the growth in our environmental and recycling businesses. Our investments in Viatic and Acculon are accelerating our product electrification strategy and ZenRobotics is advancing our recycling business. Our new permanent manufacturing facility in Monterrey, Mexico remains on schedule and on budget. The new facility is an important element of our strategy to improve Genie's through-cycle performance.



TRANSFORMED AND POSITIONED FOR PROFITABLE GROWTH

In December 2022, we showcased to the financial community the transformation of our portfolio and highlighted the significant improvement in results since 2015. We divested lower-margin, high-capital-intensity businesses and increased our focus on high-performing businesses with demonstrated ability to out-earn their cost of capital through the cycle. From 2015 to 2022, we increased our operating margin by 410 basis points, more than tripled both our EPS and ROIC and returned \$1.8 billion to our shareholders through dividends and share repurchases. We also deployed our operating system across our businesses, improving our ability to generate consistent profitability and produce superior returns.

As we look ahead, we have a strong portfolio of businesses that operate in attractive end markets and are well-positioned for long-term, profitable growth. Additionally, we anticipate this growth to be further bolstered by attractive global megatrends including electrification, infrastructure investments and the growth of recycling within the circular economy. Finally, we are confident we can further accelerate our growth through acquisitions, given our strong track record of successful integrations. We have completed seven transactions since 2021 and anticipate the strength of our balance sheet and our expectations for free cash flow generation will continue to support this strategy over the next several years.

CONTINUED PROGRESS ON OUR ESG JOURNEY

Our commitment to Environmental, Social and Governance (ESG) principles is in our DNA and its core elements are areas of strength for our Company. Today, ESG is more important than ever as it remains a top priority for our key stakeholders — team members, customers and investors. I'm delighted that Terex was named by *Newsweek* magazine to their list of 2023 Most Responsible Companies in recognition of our commitment to sustainability.

Our recently published 2022 ESG Report highlighted the results of our first ESG materiality assessment. Our products and our people were identified as among the most essential priorities for our sustainability journey. Our Company's "Purpose" to help improve the lives of people around the world aligns with our Zero Harm safety culture and ESG commitments. At the end of 2022, approximately 60% of MP and 70% of Genie products offered electric or hybrid options, and we have expanded our product offerings that support the circular economy. Furthermore, we commenced energy audits at our sites, enabling us to identify and implement actions that will help achieve our goal of a 15% reduction in both greenhouse gas emissions and energy intensity by 2024. Finally, we continue to embrace Diversity, Equity and Inclusion throughout the organization as we work to ensure that every team member has a voice and the opportunity to contribute at Terex. We have increased the percentage of women globally and

ethnic groups in the US in leadership and management. We now offer nine Affinity Groups to team members and participation doubled during the year.

LOOKING AHEAD

Entering 2023, I am confident that our globally recognized brands, industry-leading and innovative new products, near record backlog and strong balance sheet position us well to manage our business amidst continued macroeconomic volatility.

As we outlined at our Investor Day, five key themes will drive our growth as we deploy our Execute, Innovate and Grow strategy over the next five years.

- Capitalizing on megatrends, driven by an increasing global focus on sustainability as our products are well-positioned to benefit from electrification, waste recycling and infrastructure investments.
- Continuing growth in our Materials Processing segment through innovation and expansion into adjacent markets and categories.
- Optimizing Genie's performance through the cycle by further driving sales growth and margin improvement.
- Capturing the attractive growth opportunities for our Utilities business driven by increasing electrification.
- Growing our Parts and Service business, which not only offers us a consistent revenue stream, but also provides critical value to our customers.

I am as excited as ever about the future of Terex and the opportunities in front of us.

On behalf of our Board of Directors and Executive Leadership Team, I thank you for your interest in Terex.

Stay safe and healthy,

John L. Garrison, Jr.
Chairman and Chief Executive Officer

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, 2022**

or

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

Commission file number 1-10702



TEREX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

45 Glover Ave, 4th Floor Norwalk Connecticut

(Address of principal executive offices)

34-1531521

(IRS Employer Identification No.)

06850

(Zip Code)

Registrant's telephone number, including area code: **(203) 222-7170**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock (\$0.01 par value)	TEX	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 15(d) of the Securities 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 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 the voting and non-voting common equity stock held by non-affiliates of the registrant was approximately \$1,808 million based on the last sale price on June 30, 2022.

Number of outstanding shares of common stock: 67.5 million as of February 7, 2023.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Terex Corporation Proxy Statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Annual Report on Form 10-K with respect to the 2023 Annual Meeting of Stockholders are incorporated by reference into Part III hereof.

As used in this Annual Report on Form 10-K, unless otherwise indicated, Terex Corporation, together with its consolidated subsidiaries, is referred to as “Terex,” the “Registrant,” “us,” “we,” “our” or the “Company.” Unless specifically noted otherwise, this Annual Report generally speaks as of December 31, 2022.

Forward-Looking Information

Certain information in this Annual Report includes forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”) and the Private Securities Litigation Reform Act of 1995) regarding future events or our future financial performance that involve certain contingencies and uncertainties, including those discussed below in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contingencies and Uncertainties.” In addition, when included in this Annual Report or in documents incorporated herein by reference, the words “may,” “expects,” “should,” “intends,” “anticipates,” “believes,” “plans,” “projects,” “estimates,” “will” and the negatives thereof and analogous or similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean that the statement is not forward-looking. We have based these forward-looking statements on current expectations and projections about future events. These statements are not guarantees of future performance. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Such risks and uncertainties, many of which are beyond our control, include, among others:

- changes in the availability and price of certain materials and components, which may result in further supply chain disruptions;
- consolidation within our customer base and suppliers;
- our operations are subject to a number of potential risks that arise from operating a multinational business, including compliance with changing regulatory environments and political and economic instability;
- a material disruption to one of our significant facilities;
- our business is sensitive to government spending;
- our industry is highly competitive and subject to pricing pressure;
- our ability to successfully implement our strategy and the actual results derived from such strategy;
- our ability to integrate acquired businesses;
- our consolidated financial results are reported in U.S. dollars while certain assets and other reported items are denominated in the currencies of other countries, creating currency exchange and translation risk;
- our business is affected by the cyclical nature of markets we serve;
- our need to comply with restrictive covenants contained in our debt agreements;
- our ability to generate sufficient cash flow to service our debt obligations and operate our business;
- our ability to access the capital markets to raise funds and provide liquidity;
- the financial condition of customers and their continued access to capital;
- exposure from providing credit support for some of our customers;
- we may experience losses in excess of recorded reserves;
- our ability to attract, develop, engage and retain team members;
- possible work stoppages and other labor matters;
- increased cybersecurity threats and more sophisticated computer crime;
- changes in import/export regulatory regimes, imposition of tariffs, escalation of global trade conflicts and unfairly traded imports, particularly from China, could continue to negatively impact our business;
- compliance with environmental regulations could be costly and failure to meet environmental, social and governance (“ESG”) expectations or standards or achieve our ESG goals could adversely impact our business;
- litigation, product liability claims and other liabilities;
- our compliance with the United States (“U.S.”) Foreign Corrupt Practices Act and similar worldwide anti-corruption laws;
- increased regulatory focus on privacy and data security issues and expanding laws;
- our ability to comply with an injunction and related obligations imposed by the U.S. Securities and Exchange Commission (“SEC”); and
- other factors.

Actual events or our actual future results may differ materially from any forward-looking statement due to these and other risks, uncertainties and material factors. The forward-looking statements contained herein speak only as of the date of this Annual Report and the forward-looking statements contained in documents incorporated herein by reference speak only as of the date of the respective documents. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained or incorporated by reference in this Annual Report to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

TEREX CORPORATION AND SUBSIDIARIES

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For the Year Ended December 31, 2022

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PART I

ITEM 1. BUSINESS

GENERAL

Our Company was incorporated in Delaware in October 1986 as Terex U.S.A., Inc. Since that time, we have changed significantly, and much of this change has been historically accomplished through acquisitions and managing our portfolio of companies by divestiture of non-core businesses and products. Today, Terex is a global manufacturer of materials processing machinery and aerial work platforms. We design, build and support products used in construction, maintenance, manufacturing, energy, recycling, minerals and materials management applications. Certain Terex products and solutions enable customers to reduce their impact on the environment including electric and hybrid offerings that deliver quiet and emission-free performance, products that support renewable energy, and products that aid in the recovery of useful materials from various types of waste. Our products are manufactured in North America, Europe, Australia and Asia and sold worldwide. We engage with customers through all stages of the product life cycle, from initial specification and financing to parts and service support. We continue to focus on becoming an industry leading operating company.

We report our business in the following segments: (i) Materials Processing (“MP”) and (ii) Aerial Work Platforms (“AWP”).

Further information about our industry and reportable segments appears in Part II, Item 7. – “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note B – “Business Segment Information” in the Notes to Consolidated Financial Statements.

MATERIALS PROCESSING

Our MP segment designs, manufactures, services and markets materials processing and specialty equipment, including crushers, washing systems, screens, trommels, apron feeders, material handlers, pick and carry cranes, rough terrain cranes, tower cranes, wood processing, biomass and recycling equipment, concrete mixer trucks and concrete pavers, conveyors, and their related components and replacement parts. Customers use these products in construction, infrastructure and recycling projects, in various quarrying and mining applications, as well as in landscaping and biomass production industries, material handling applications, maintenance applications to lift equipment or material, moving materials and equipment on rugged or uneven terrain, lifting construction material and placing material at point of use. We market our MP products principally under the Terex[®], Powerscreen[®], Fuchs[®], EvoQuip[®], Canica[®], Cedarapids[®], CBI[®], Simplicity[®], Franna[®], Terex Ecotec[®], Finlay[®], ProAll[®], ZenRobotics[®], Terex Washing Systems, Terex MPS, Terex Jaques[®], Terex Advance[®], ProStack[®], Terex Bid-Well[®], MDS[™] and Terex Recycling Systems brand names and business lines.

MP has the following significant manufacturing operations:

- Mobile crushers are manufactured in Omagh, Northern Ireland;
- Mobile screens and washing systems are manufactured in Dungannon, Northern Ireland;
- Mobile crushers, mobile screens, base crushers, base screens, modular and wheeled crushing and screening plants, track conveyors, washing systems and pick and carry cranes are manufactured in Hosur, India;
- Modular, mobile and static crushing and screening equipment and base crushers are manufactured in Oklahoma City, Oklahoma;
- Static crushers and screens are manufactured in Subang Jaya, Malaysia;
- Crushing and screening equipment is manufactured in Durand, Michigan;
- Mobile crushers and crushing chambers are manufactured in Coalville, England;
- Wood processing, biomass and recycling equipment systems, mobile screens and tracked conveyors are manufactured in Campsie, Northern Ireland;
- Fabrications, sub-assemblies and steel kits are manufactured in Ballymoney and Cookstown, Northern Ireland;
- Wood processing, biomass and recycling equipment systems are manufactured in Newton, New Hampshire;
- Material handlers are manufactured in Bad Schönborn, Germany and Changzhou, China;
- Concrete pavers are manufactured in Canton, South Dakota;
- Front discharge concrete mixer trucks are manufactured in Fort Wayne, Indiana;
- Volumetric concrete mixers are manufactured in Olds, Alberta, Canada;
- Pick and carry cranes are manufactured in Brisbane, Australia;
- Rough terrain cranes are manufactured in Crespellano, Italy;
- Tower cranes are manufactured in Fontanafredda, Italy;
- Mobile crushers and mobile screens are manufactured in Jiading, China; and
- Mobile and static trommel screens are manufactured in Monaghan, Ireland.

We have North American distribution centers in Louisville, Kentucky and Southaven, Mississippi and service centers in Australia, Thailand, Turkey and Malaysia.

AERIAL WORK PLATFORMS

Our AWP segment designs, manufactures, services and markets aerial work platform equipment, utility equipment and telehandlers. Products include portable material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, utility equipment (including digger derricks and insulated aerial devices) and telehandlers, as well as their related components and replacement parts. Customers use these products to construct and maintain industrial, commercial, institutional and residential buildings and facilities, for construction and maintenance of utility and telecommunication lines, tree trimming, certain construction and foundation drilling applications, and for other commercial operations, as well as in a wide range of infrastructure projects. We market aerial work platform products principally under the Terex® and Genie® brand names.

AWP has the following significant manufacturing operations:

- Aerial work platform equipment is manufactured in Redmond and Moses Lake, Washington, Umbertide, Italy, Changzhou, China and Monterrey, Mexico;
- Utility products are manufactured in Watertown and Huron, South Dakota and Changzhou, China; and
- Telehandlers are manufactured in Umbertide, Italy and Monterrey, Mexico.

We have a parts and logistics center located in North Bend, Washington for our aerial and utility products. Additionally, a portion of our aerial and utility products parts business is conducted at a shared Terex facility in Southaven, Mississippi. Our European, Asian Pacific and Latin American parts and logistics operations are conducted through a combination of outsourced facilities and Terex managed operations.

We also provide service and support for aerial and utility products in the U.S. through a network of service branches and field service operations.

OTHER

We may assist customers in their rental, leasing and acquisition of our products through Terex Financial Services (“TFS”). TFS uses its equipment financing experience to facilitate financial products and services to assist customers in the acquisition of our equipment. On a global basis, TFS facilitates financing transactions directly between (i) end-user customers, distributors and rental companies and (ii) third-party financial institutions, providing recourse in certain circumstances. Most of the transactions are fixed and floating rate loans; however, TFS also facilitates sales-type leases, operating leases and rentals. In addition, wholesale financing may be arranged between dealers and distributors who sell our equipment and financial institutions with which TFS has established relationships.

TFS continually monitors used equipment values of Terex equipment in the secondary market sales channels for all of our equipment categories. This provides a basis to project future values of equipment for the underwriting of leases or loans. These secondary market sales channels may also be used for re-marketing any equipment which is returned at end of lease, or is repossessed in case of a customer default. If equipment is received, TFS uses the resale channel which maximizes proceeds and/or mitigates risk for Terex and our funding partners.

BUSINESS STRATEGY

Terex is a manufacturer of specialized capital equipment and related services. Our goal is to design, manufacture and market equipment and services that provide superior life-cycle return on invested capital to our customers (“Customer ROIC”). Customer ROIC is a key focus of our organization and is central to our ability to generate returns for investors.

We operate our Company based on our value system, “The Terex Way.” The Terex Way values shape the culture of our Company and reflect our collective commitment to and understanding of what it means to be a part of Terex. The Terex Way is based on six key values:

- **Integrity:** Integrity reflects honesty, ethics, transparency and accountability. We are committed to maintaining high ethical standards in all of our business dealings and we never sacrifice our integrity for profit.
- **Respect:** Respect incorporates concern for safety, health, teamwork, diversity, equity, inclusion and performance. We treat all our team members, customers and suppliers with respect and dignity.
- **Improvement:** Improvement encompasses quality, problem-solving systems, a continuous improvement culture and collaboration. We continuously search for new and better ways of doing things, focusing on continuous improvement and the elimination of waste.
- **Servant Leadership:** Servant leadership requires service to others, humility, authenticity and leading by example. We work to serve the needs of our customers, investors and team members.
- **Courage:** Courage entails willingness to take risks, responsibility, action and empowerment. We have the courage to make a difference even when it is difficult.
- **Citizenship:** Citizenship means social responsibility and environmental stewardship. We comply with all laws, respect all people’s values and cultures, and are good global, national and local citizens.

Our Terex Way values continue to guide how we conduct business with our stakeholders: team member, customers, shareholders, suppliers, our communities and many others. Our values drive our unwavering focus on Zero Harm Safety, strong governance, Diversity, Equity & Inclusion (“DEI”), responsible environmental stewardship, and support for the communities where we live and work.

Each business in our Company is unique, but all businesses are managed to a common set of expectations in three broad thematic areas, as defined by our “Execute, Innovate, Grow” operating framework.

The “Execute” theme involves expectations related to core operating processes and accountabilities. We expect our businesses to deploy processes that meet local needs while delivering a level of performance and predictability that is consistent with effective operations. These expectations are fulfilled differently by the various Terex businesses, but the core principles are the same. For example, our Genie business is managed to a defined set of processes that we call the Genie Operating System. Our Materials Processing segment is managed to a similar set of processes that we call the MP Operating System. Both are key to delivering excellence across all functions within our operations. We feel that managing this way is key to appropriately balancing consistency and autonomy in our Company. Process discipline is important to efficient operation, but local control is important to the effectiveness with which business processes are implemented.

The “Innovate” theme focuses on purposeful development of step-change improvements in Terex offerings and in the efficiency with which these offerings are executed and supported. Innovation at Terex means doing things significantly better tomorrow than they have been done in the past by harnessing new thinking and applying technology in new and creative ways. Digitalization plays an important role in many of the innovations we pursue, but there are other aspects of this strategy that involve non-digital changes to the design of our products and improved ways of doing things.

The “Grow” theme is the outcome of doing “Execute” and “Innovate” well. We will successfully and profitably grow when we operate efficiently, apply new thinking in creating value for customers and take on new challenges through business investments (i.e. new category and geographic development). We also see a role for further growth via inorganic investments. Over the past two years, we have completed multiple transactions, adding scope and depth to our Company through acquisitions of new facilities and businesses and investments in companies. We continue to build and actively pursue our inorganic investment pipeline, with an eye towards adding new dimensions to the Company portfolio and applying our skills as a manager of specialized machinery businesses in new and complementary domains.

Our Disciplined Capital Allocation approach remains an important part of our overall strategy, including maintenance of an optimal capital structure (of approximately 2.5 average net debt to EBITDA over the cycle), growth investments, restructuring investments and efficient return of capital to shareholders via dividends and share repurchases.

Successful pursuit of the “Execute, Innovate, Grow” strategy will shape the direction of our Company over the coming years. Terex is a diverse company that works collaboratively to deliver business performance efficiently and effectively. We balance the independence of our businesses with the benefits of total Company scale, which is central to how we manage our Company.

PRODUCTS

MATERIALS PROCESSING

MATERIALS PROCESSING EQUIPMENT. Materials processing equipment is used in processing aggregate materials for building applications and is also used in the quarrying, mining, construction, demolition, recycling, landscaping and biomass production industries. Our materials processing equipment includes crushers, screens, trommels and feeders, washing systems and conveyors as well as wood and biomass chippers and grinders.

We manufacture a range of jaw, impactor (both horizontal and vertical shaft) and cone crushers, as well as base crushers for integration within mobile, modular and static plants.

- Jaw crushers are used for crushing larger rock, primarily at the quarry face or on recycling duties. Applications include hard rock, sand and gravel and recycled materials. Cone crushers are used in secondary and tertiary applications to reduce a number of materials, including quarry rock and riverbed gravel.
- Horizontal shaft impactors are primary and secondary crushers. They are typically applied to reduce soft to medium hard materials, as well as recycled materials. Vertical shaft impactors are secondary and tertiary crushers that reduce material utilizing various rotor configurations and are highly adaptable to any application.

Our screening and feeder equipment includes:

- Heavy duty inclined and horizontal screens and feeders, which are used in low to high tonnage applications and are available as either stationary or heavy-duty mobile equipment. Screens are used in all phases of plant design from handling quarried material to fine screening. Dry screening is used to process materials such as sand, gravel, quarry rock, coal, ore, construction and demolition waste, soil, compost and wood chips.
- Feeders are used to unload materials from hoppers and bulk material storage at controlled rates. They are available for applications ranging from primary feed hoppers to fine material bin unloading. Our range includes apron feeders, grizzly feeders and pan feeders.

Washing system products include mobile and static wash plants incorporating separation, washing, scrubbing, dewatering and stockpiling. We manufacture mobile and stationary rinsing screens, scrubbing systems, sand screw dewaterers, bucket-wheel dewaterers, water management systems, hydrocyclone plants for efficient silt extraction and a range of stockpiling conveyors. Washing systems operate in the aggregates, recycling, mining and industrial sands segments.

Wood processing, biomass and recycling equipment includes shredders, grinders, trommels, chippers and specialty systems. This equipment is used in, among other things, recycling, wood energy, green waste/construction, demolition recycling industries and pulp and paper. Robotic waste sorting equipment consists of smart robots, powered by AI software, designed to pick, sort and recycle waste.

We manufacture a range of conveyors which include tracked and wheeled mobile conveyors. Conveyors are mechanical machines used to transport and stockpile materials such as aggregates and minerals after processing.

SPECIALTY EQUIPMENT. We manufacture material handlers, cranes, concrete mixer trucks, volumetric concrete mixers, concrete pavers and robotics waste sorting equipment.

- Material handlers are designed for handling logs, scrap, recycling and other bulky materials with clamshell, magnet or grapple attachments.
- Pick and carry cranes are designed for a wide variety of applications, including use at mine sites, large fabrication yards, building and construction sites and in machinery maintenance and installation. They combine high road speed with all-terrain capability.
- Rough terrain cranes move materials and equipment on rugged or uneven terrain and are often located on a single construction or work site for long periods. Rough terrain cranes cannot be driven on highways (other than in Italy) and accordingly must be transported by truck to the work site.
- Tower cranes are often used in urban areas where space is constrained and in long-term or high-rise building sites. Tower cranes lift construction material and place the material at the point of use. We produce self-erecting, hammerhead, flat top and luffing jib tower cranes.
- Concrete mixer trucks are machines with a large revolving drum in which cement is mixed with other materials to make concrete. We offer models with custom chassis with configurations from three to seven axles.
- Volumetric concrete mixers provide make-to-order, mobile concrete delivery that eliminate concerns over delivery time between a concrete plant and a job site by delivering ingredients that are mixed locally and to the exact specifications of each job.
- Our concrete pavers are used to finish bridges, canals, concrete streets, highways and airport surfaces.

AERIAL WORK PLATFORMS

AERIAL WORK PLATFORMS. Aerial work platform equipment positions workers and materials easily and quickly to elevated work areas, enhancing safety and productivity at height. These products have been developed as alternatives to scaffolding and ladders. We offer a variety of aerial lifts that are categorized into six product families: portable material lifts; portable aerial work platforms; trailer-mounted articulating booms; self-propelled articulating and self-propelled telescopic booms; and scissor lifts.

- Portable material lifts are used primarily indoors in the construction, industrial and theatrical markets.
- Portable aerial work platforms are used primarily indoors in a variety of markets to perform overhead maintenance.
- Trailer-mounted articulating booms are used both indoors and outdoors. They provide versatile reach, and they have the ability to be towed between job sites.
- Self-propelled articulating booms are primarily used in construction and industrial applications, both indoors and outdoors. They feature lifting versatility with up, out and over position capabilities to access difficult to reach overhead areas.
- Self-propelled telescopic booms are used outdoors in commercial, industrial and institutional construction, as well as highway and bridge maintenance projects.
- Scissor lifts are used in indoor and outdoor applications in a variety of construction, industrial, institutional and commercial settings.

UTILITY EQUIPMENT. Our utility products include digger derricks and insulated aerial devices. These products are used by electric utilities, tree care companies, telecommunications and cable companies, and the related construction industries, as well as by government organizations.

- Digger derricks are insulated products used to dig holes, hoist and set utility poles, as well as lift transformers and other materials at job sites near energized power lines.
- Insulated aerial devices are used to elevate workers and material to work areas at the top of utility poles near energized transmission and distribution lines and for trimming trees near energized electrical lines, as well as for miscellaneous purposes such as sign maintenance.
- Self-propelled articulating insulated booms are used for substation work and other applications where electrical hazards exist but use of a bucket truck is prohibitive.

TELEHANDLERS. Telehandlers are used to move and place materials on residential and commercial construction sites and in the energy and infrastructure industries.

SERVICES. We offer a range of services for aerial and utility products consisting of inspections, preventative maintenance, general repairs, reconditioning, refurbishment, modernization and spare parts, as well as consultancy and training services. Our services are provided on our own products and on third-party products and related equipment.

BACKLOG

Our backlog as of December 31, 2022 and 2021 was as follows (in millions):

	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
MP	\$ 1,174.3	\$ 1,047.0
AWP	2,896.6	2,283.7
Total	<u>\$ 4,070.9</u>	<u>\$ 3,330.7</u>

We define backlog as firm orders that are expected to be filled, including orders that are expected to be filled beyond one year, although there can be no assurance that all such backlog orders will be filled. Our backlog orders represent primarily new equipment orders. Parts orders are generally filled on an as ordered basis.

Our management views backlog as one of many indicators of the performance of our business. Because many variables can cause changes in backlog and these changes may or may not be of any significance, we consequently view backlog as an important, but not necessarily determinative, indicator of future results.

Our overall backlog amounts at December 31, 2022 increased \$740.2 million from our backlog amounts at December 31, 2021, driven by strong, global customer demand.

MP segment backlog at December 31, 2022 increased approximately 12% from our backlog amounts at December 31, 2021. This increase from 2021 was driven primarily by higher demand across aggregates, environmental and cranes businesses primarily in North America, Western Europe and Asia Pacific.

AWP segment backlog at December 31, 2022 increased approximately 27% from our backlog amounts at December 31, 2021. This increase from 2021 was driven by robust demand primarily in the U.S.

DISTRIBUTION

We distribute our products through a global network of independent distributors, rental companies and direct sales to customers.

MATERIALS PROCESSING

We distribute our products through a global network of independent distributors, rental companies and direct sales to customers.

AERIAL WORK PLATFORMS

Our aerial work platform and telehandler products are distributed principally through a global network of rental companies and independent distributors. We employ sales representatives who service these channel partners from offices located throughout the world.

Our utility products are distributed to the utility and municipal markets and contractors in North America principally through a network of rental companies, independent distributors and a direct sales model. Outside of North America, independent distributors sell our utility equipment directly to customers.

RESEARCH, DEVELOPMENT AND ENGINEERING

We maintain engineering staff primarily at our manufacturing locations to conduct research, development and engineering for site-specific products. We have also established competency centers that support entire segments from single locations in certain fields such as control systems. Our businesses assess global trends to understand future needs of our customers and help us decide which technologies to implement in future development projects. In addition, our engineering center in India supports our engineering teams worldwide through new product design, existing product design improvement and development of products for local markets. Continually monitoring our materials, manufacturing and engineering costs is essential to identifying possible savings, which then enables us to leverage those savings to improve our competitiveness and our customers' return on investment. Our research, development and engineering expenses are primarily incurred to develop (i) additional applications and extensions of our existing product lines to meet customer needs, such as the telematics application to remotely monitor and manage our products, and take advantage of growth opportunities, and (ii) customer responsive enhancements and continuous cost improvements of existing products.

Our engineering focus mirrors the business priorities of delivering customer responsive solutions, growing in developing markets, complying with evolving regulatory standards in our global markets and applying our lean manufacturing principles by standardizing products, rationalizing components and strategically aligning with select global suppliers. Our engineering teams in China and India represent our commitment to engineering products for developing markets. They take equipment technology from the developed markets and translate it to appropriate technology for developing markets using the experience and cultural understanding of engineering teams native to those markets.

With the increased global awareness and customer demand for products that are not powered by carbon-based fuels, we continue to develop and incorporate alternative power solutions within our different product lines. Across our product range depending on product and application, various solutions are being deployed including battery-electric, fuel-electric hybrid and plug-in hybrids. In parallel to this we continue to research and evaluate alternative fuel options that may become viable solutions for our products in the future.

Product innovation has become a core element of our growth strategy. We have re-invigorated and increased our emphasis on creating new models and meeting the demands of our customers. Robust product development pipelines are in place, which we expect will continue to bring new, differentiated products to the market in the years ahead. We have also focused on producing more cost-effective product solutions across product families, as well as increasing commonalities of components to ease manufacturing processes.

We will continue our commitment to appropriate levels of research, development and engineering spending in order to meet our customer needs, uphold competitive functionality of our products and maintain regulatory compliance in all the markets we serve.

MATERIALS

Information regarding principal materials, components and commodities and any risks associated with these items are included in Part II, Item 7A. – “Quantitative and Qualitative Disclosures about Market Risk – Commodities Risk.”

COMPETITION

We face a competitive global manufacturing market for all of our products. We compete with other manufacturers based on many factors, particularly price, performance and product reliability. We generally operate under a best value strategy, where we attempt to offer our customers products designed to improve Customer ROIC. However, in some instances, customers may prefer the pricing, performance or reliability aspects of a competitor's product despite our product pricing or performance. We do not have a single competitor across our business segments. The following table shows the primary competitors, in alphabetical order, for our products in the following categories:

<u>BUSINESS SEGMENT</u>	<u>PRODUCTS</u>	<u>PRIMARY COMPETITORS</u>
Materials Processing	Crushing & Screening Equipment	Astec Industries, Deere (Kleeman), Keestrack, Metso, Portafill, Sandvik and Rubble Master
	Washing Systems	Azfab, CDE Global, Matec, McLanahan, Metso, Phoenix Process Equipment, Superior and Weir/Trio
	Wood Processing, Biomass, Recycling Equipment and Trommels	Astec Industries, Bandit, Doppstadt, Eggersmann, Jenz, Komptech, Morbark and Vermeer
	Conveyors	Astec/Telestack, Deere (Kleeman), Edge, Metso/McCloskey, Puzzulona Thor, Superior and Weir/Trio
	Material Handlers	Atlas, Caterpillar, Liebherr and Sennebogen
	Concrete Pavers	Allen Engineering, Gomaco, Guntert & Zimmerman and Power Curbers
	Concrete Mixer Trucks	Beck Industrial, Con-Tech, Continental Mixer, Indiana Phoenix and Oshkosh (McNeilus)
	Volumetric Concrete Mixers	Bay-lynx, Cemen Tech, Holcombe and Zimmerman
	Pick and Carry Cranes	Ace, Escorts, Humma and TIDD
	Rough Terrain Cranes	Kato, Liebherr, Link-Belt, Manitowoc (Grove), Sany, Tadano-Faun, XCMG and Zoomlion
	Tower Cranes	Comansa, Jaso, Liebherr, Manitowoc (Potain), Wolffkran, XCMG and Zoomlion
	Robotic Waste Sorting Technology	AMP Robotics, Max-AI, Steinert, Tomra and Waste Robotics
Aerial Work Platforms	Portable Material Lifts and Portable Aerial Work Platforms	Oshkosh (JLG), Sumner, Vestil and Wesco
	Boom Lifts	Dingli, Haulotte, Linamar (Skyjack), Monitou, Oshkosh (JLG), Sinoboom, Xtreme/Tanfield (Snorkel) and Zoomlion
	Scissor Lifts	Dingli, Haulotte, LGMG, Linamar (Skyjack), Oshkosh (JLG), Sinoboom, Xtreme/Tanfield (Snorkel) and Zoomlion
	Utility Equipment	Altec, Dur-A-Lift, Posi+ and Time Manufacturing
	Telehandlers	CNH, JCB, Manitou (Gehl), Merlo and Oshkosh (JLG, Skytrak, Caterpillar and Lull brands)

MAJOR CUSTOMERS

None of our customers individually accounted for more than 10% of our consolidated net sales in 2022. In 2022, our largest customer accounted for less than 4% of our consolidated net sales and our top ten customers in the aggregate accounted for less than 25% of our consolidated net sales. A material portion of AWP net sales are to national rental companies.

PATENTS, LICENSES AND TRADEMARKS

We use proprietary materials such as patents, trademarks, trade secrets and trade names in our operations and take actions to protect these rights.

We use several significant trademarks and trade names, most notably the Terex[®], Genie[®], Powerscreen[®] and Fuchs[®] trademarks. The other trademarks and trade names that we use include registered trademarks of Terex Corporation or its subsidiaries.

We have many patents that we use in connection with our operations and most of our products contain some proprietary technology. Many of these patents and related proprietary technology are important to the production of particular products; however, overall, our patents, taken together, are not material to our business or our overall financial results.

Currently, we are engaged in various legal proceedings with respect to intellectual property rights. While the outcome of these matters cannot be predicted with certainty, we believe the outcome of such matters will not have a material adverse effect, individually or in aggregate, on our business or operating performance. For more detail, see Item 3 – “Legal Proceedings”.

SAFETY AND ENVIRONMENTAL CONSIDERATIONS

As part of The Terex Way, and our Zero Harm Safety culture and environmental stewardship, we are committed to providing a safe and healthy environment for our team members, and strive to provide quality products that are safe to use and operate in an environmentally conscious and respectful manner. Safety is a top priority, not only for our team members, but also our customers. Terex has a longstanding commitment to designing, manufacturing, and selling safe and efficient products. Our safety standards and practices are rigorous. We collaborate with customers to design features that help keep operators safe, improve working environments, and help maintain equipment uptime and utilization. We also continue to follow all remaining COVID-19 safety protocols where directed by recognized health authorities or regulatory bodies, and will continue to maintain the necessary protective measures to keep our team safe.

We generate hazardous and non-hazardous wastes in the normal course of our manufacturing operations. As a result, we are subject to a wide range of environmental laws and regulations. All of our employees are required to obey all applicable health, safety and environmental laws and regulations and must observe the proper safety rules and environmental practices in work situations. These laws and regulations govern actions that may have adverse environmental effects, such as discharges to air and water, and require compliance with certain practices when handling and disposing of hazardous and non-hazardous wastes. These laws and regulations would also impose liability for the costs of, and damages resulting from, cleaning up sites, past spills, disposals and other releases of hazardous substances, should any such events occur. We are committed to complying with these standards and monitoring our workplaces to determine if equipment, machinery and facilities meet specified safety standards. Each of our manufacturing facilities is subject to an environmental audit at least once every five years to monitor compliance. Also, no incidents have occurred which required us to pay material amounts to comply with such laws and regulations. We are dedicated to ensuring that safety and health hazards are adequately addressed through appropriate work practices, training and procedures. We are committed to reducing injuries and working towards a world-class level of safety practices in our industry.

We are dedicated to product safety when designing and manufacturing our equipment. Our equipment is designed to meet all applicable laws, regulations and industry standards for use in their markets. We continually incorporate safety improvements in our products. We maintain an internal product safety team that is dedicated to improving safety and investigating and resolving any product safety issues that may arise.

Use and operation of our equipment in an environmentally conscious manner is an important priority for us. We are aware of global discussions regarding climate change and the impact of greenhouse gas emissions on global warming. We are increasing our production of products that have lower greenhouse gas emissions in response to both regulatory initiatives and market demand. We continue to be active in the development of incorporating alternative power solutions within our different product lines and are investing in companies that develop alternative energy solutions. Globally, job site regulations have become increasingly stringent, requiring quieter equipment with lower or zero emissions. At the same time, for our Genie[®] equipment, more job sites are requiring machines capable of working both outdoors and indoors. Our customers want products that operate on battery electric and fuel-electric hybrid options. We were the first to market with an all-electric utility bucket truck, reducing emissions and noise as well as supporting our customers electrification and sustainability goals. Many Genie[®] lift models offer all-electric or fuel-electric hybrid options that deliver quiet, emission-free performance, which is necessary for indoor working environments, as well as city centers with noise and emission restrictions. We offer crushers and screens that can operate from electrical power supply lines to help reduce the use of fuel. Hybrid solutions are also available on select utility aerial devices, cranes, and mixer trucks that use battery power to perform certain equipment functions without the engine running. Overall, we believe these developments are the leading edge of much greater change to the way equipment in the future will be powered. We have taken a lead on many of these developments within the industries we serve, and we will continue to evolve our approach to alternative, environmentally friendly equipment power as technical capabilities advance, solution economics improve, and customer demand for these solutions continues to increase.

Increasing laws and regulations dealing with the environmental aspects of the products we manufacture can result in significant expenditures in designing and manufacturing new forms of equipment that satisfy such new laws and regulations. Compliance with laws and regulations regarding safety and the environment has required, and will continue to require, us to make expenditures. We currently do not expect that these expenditures will have a material adverse effect on our business or results of operations.

SEASONAL FACTORS

Terex is a globally diverse company, supporting multiple end uses. Seasonality is a factor in some businesses, where annual purchasing patterns are impacted by the seasonality of downstream project spending. Specifically, our businesses can experience stronger demand during the second quarter, as customers in the northern hemisphere make investments in time for the annual construction season (April to October). Non-seasonal macro factors are also important and can surpass seasonal influences in importance in some years. In 2023, traditional seasonality is expected to be less applicable as the supply chain environment has extended product deliveries. We expect the first and second half sales to be comparable, with second and third quarter sales modestly higher.

WORKING CAPITAL

Our businesses are working capital intensive and require funding to purchase production and replacement parts inventories and expenditures to repair, replace and upgrade existing facilities. We have debt service requirements, including periodic interest payments on our outstanding debt. We believe cash generated from operations, including cash generated from the sale of receivables, loans from our bank credit facilities and funds raised in capital markets, will provide us with adequate liquidity to comply with our financial covenants under our bank credit facility, continue to support internal operating initiatives and meet our operating and debt service requirements for at least the next 12 months from the date of issuance of this annual report. See Item 1A. – “Risk Factors” for a detailed description of the risks resulting from our debt and our ability to generate sufficient cash flow to operate our business. We will continue to pursue cash generation opportunities, including reducing costs and working capital, reviewing alternatives for under-utilized assets, and selectively investing in our businesses to promote growth opportunities. For more detail on working capital, see Item 7 – “Liquidity and Capital Resources”.

HUMAN CAPITAL MANAGEMENT

SAFETY

The safety of our team is our number one priority. At Terex, safety is an absolute way of life. We are committed to Zero Harm, and we expect all team members to be committed to safety and continuous improvement in this area. In 2016, Terex set the goals of reaching a 0.20 lost time injury rate and 1.00 total recordable injury rate by 2024. We have made good progress since 2016 when our lost time injury rate was 0.80 and our total recordable injury rate was 3.82. At the end of 2022, our lost time injury rate was 0.54 and our total recordable injury rate was 1.93. Our aspirational goal will always be zero injuries, but these goals represent milestones along our journey to Zero Harm.

TEAM MEMBER TALENT AND SUPPORT

Terex strives to attract, develop and retain outstanding talent to be part of our team. We have a diverse and highly engaged global workforce. Capable, highly skilled and diverse team members are key to our ability to implement our “Execute, Innovate, Grow” strategy.

As of December 31, 2022, we had approximately 9,300 team members, including approximately 3,800 team members in the U.S. Approximately one percent of our team members in the U.S. are represented by labor unions. Outside of the U.S., we enter into employment contracts and collective agreements in those countries in which such relationships are mandatory or customary. The provisions of these agreements correspond in each case with the required or customary terms in the subject jurisdiction. We generally consider our relations with our team members to be good and we provide mechanisms such as surveys and helplines for our team members to provide their perspectives. In 2022, 84% of team members participated in our company-wide global engagement survey. Safety remained the highest rated survey category and we received positive net promoter scores.

We have a robust talent review process in which we assess talent strengths and opportunity areas, matching our team members' career aspirations with the needs of the business. We offer a wide range of training programs to support team members in their current roles and in achieving advancement opportunities. Our core curriculum of Terex Success Programs are designed for all of our team members from individual contributors to front line supervisors to managers and executives. These programs are grounded in The Terex Way values and help participants build key skills. Business specific leadership programs are also conducted in each of our two segments and additional training programs are offered around specific topics such as Safety; DEI; Technical Skills; and Financial Fundamentals.

We have a strong performance management process that includes annually setting clear business and professional objectives, mid-year calibration, annual performance reviews and succession planning. Both team members and managers play active roles in the performance management process, furthering a culture of accountability that supports team member development.

We design our benefits and programs to support the way our team members live and work. We care about our team members. For example, our Global Employee Assistance Program is in place to support team members who are facing challenges in their personal lives. Where we can, we offer a flexible work environment, enabling team members to manage the demands of their personal and professional lives.

DIVERSITY, EQUITY AND INCLUSION

We are committed to increasing and retaining demographic diversity at all levels of our global workforce. We value team members of every race, gender, age, religion, identity or experience. We encourage, value and support non-majority team members in all of our facilities worldwide. We actively seek their engagement and partnership, as we understand that diversity of background, thought and experience leads to improved problem-solving and greater innovation.

Diversity in and of itself is not sufficient. We strive to be fair and impartial in our decisions, ensuring Equity within our workplace and we know that creating a culture of Inclusion for all our team members is essential. We are committed to all three elements of DEI so we can make Terex the kind of place where every team member feels valued, listened to and appreciated.

Our Company has a vibrant, global initiative to increase representation of women in our workplace because we recognize that women are often under-represented in manufacturing organizations such as ours. We are making excellent progress, requiring diverse candidate slates, supporting women through mentoring, training, and colleague-to-colleague education, and using our talent development process to identify qualified women for their next role(s) within our organization. In 2014, we established five-year goals to increase representation in three areas: women in leadership, women in line roles (like operations, engineering and sales) and women overall. Having made progress against these goals, we have extended them for another five years.

In 2020, we expanded our primary DEI focus areas to include race and ethnicity, to ensure that members of under-represented groups have a sense of belonging and can thrive within our organization. In 2022, we established five year goals to increase non-majority representation in the U.S. in three areas: leadership, management, and indirect manufacturing and indirect selling, general & administrative ("SG&A") roles.

In 2022, we continued the work of our Global DEI Governance Council, regional DEI Councils in the Americas, Europe, the Middle East, Africa and Russia (EMEAR) and Asia Pacific, and our longstanding Women@Terex Steering Committee. The DEI Governance Council is sponsored by our Chief Executive Officer ("CEO") and Chief Human Resources Officer; our regional councils have Executive Leadership Team ("ELT") level sponsorship from our segment Presidents. As part of our commitment to DEI, at the end of 2021 we launched "Affinity Groups," a new way for team members to interact, exchange ideas, network, support one another and grow. Our Affinity Groups further expanded in 2022 from eight to nine and participation rose two-fold. Affinity Groups are a way to bring diverse perspectives into the workplace and our internal culture, and to give everyone support and a voice.

Our DEI efforts are centered around recruitment, engagement, development and retention. We have completed training for our ELT, senior leadership, managers and the HR community. This training has been cascaded to our more junior managers and supervisors as well. We continue to develop tools and resources for use at the individual and site level to foster inclusion. In 2022, we introduced a component to our annual incentive plan focused on the achievement of specific DEI metrics.

AVAILABLE INFORMATION

We maintain a website at www.terex.com. We make available on our website under “Investor Relations” – “Financial Reporting”, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file or furnish such material with the SEC. References to our website in this report are provided as a convenience, and the information on our website is not, and shall not be deemed to be a part of this report or incorporated into any other filings we make with the SEC. The SEC maintains an Internet site (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. In addition, we make available on our website under “Investor Relations” – “Governance”, free of charge, our Audit Committee Charter, Compensation Committee Charter, Governance and Nominating Committee Charter, Corporate Governance Guidelines and Code of Ethics and Conduct. In addition, the foregoing information is available in print, without charge, to any stockholder who requests these materials from us.

ITEM 1A. RISK FACTORS

You should carefully consider the following material risks, together with the cautionary statement under the caption “Forward-Looking Information” above and the other information included in this report. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. The risks described below are not the only ones we face. Additional risks that are currently unknown to us or that we currently consider immaterial may also impair our business or adversely affect our financial condition or results of operations. If any of the following risks actually occurs, our business, financial condition or results of operation could be adversely affected.

Manufacturing and Operational Risks

Changes in the availability and price of certain materials and components have resulted and could continue to result in significant disruptions to the supply chain causing manufacturing inefficiencies, increased costs and lower profits.

We obtain materials and manufactured components from third-party suppliers. In the absence of labor strikes or other unusual circumstances, substantially all materials and components are normally available from multiple suppliers. However, certain of our businesses receive materials and components from a single source supplier, although alternative suppliers of such materials may be generally available. Delays in our suppliers’ abilities, especially any sole suppliers for a particular business, to provide us with necessary materials and components may delay production at a number of our manufacturing locations, or may require us to seek alternative supply sources. Delays in obtaining supplies may result from a number of factors affecting our suppliers, including capacity constraints, regulatory changes, global logistics network challenges and cost increases, labor shortages and disputes, wage increases, rising inflation, suppliers’ impaired financial condition, suppliers’ allocations to other purchasers, weather emergencies, pandemics (such as COVID-19) or acts of war or terrorism. Global logistics network challenges include shortages of shipping containers, ocean freight capacity constraints, international port delays, trucking and chassis shortages, railway and air freight capacity, rising inflation, wage increases and labor availability constraints, which have resulted in delays, shortages of key manufacturing components, increased order backlogs, and increased transportation costs. We have experienced, and in the future are likely to experience, significant disruption of the supply of some of our parts, materials, components and final assemblies that we obtain from suppliers or subcontractors. We continue to actively monitor and mitigate our supply chain risk, but there can be no assurance that our mitigation plans will be effective. Any delay or disruptions in receiving supplies have resulted and could further result in manufacturing inefficiencies caused by us having to wait for parts to arrive on production lines, could impair our ability to deliver products to our customers and delay sales, and, accordingly, could have a material adverse effect on our business, results of operations, financial condition and/or cash flows.

Uncertainties related to the continued magnitude and duration of global supply chain disruptions have adversely affected, and may continue to adversely affect, our business and outlook.

Principal materials and components used in our various manufacturing processes include steel, castings, engines, tires, hydraulics, cylinders, drive trains, electric controls and motors, semiconductors, and a variety of other commodities and fabricated or manufactured items. The cost of these materials, components and final assemblies have varied significantly in past several years and are expected to continue to fluctuate due to demand changes, inflation, geopolitical and economic uncertainty, regulatory and policy instability, the imposition of duties and tariffs (including on certain Chinese origin goods) and trade agreements/barriers, freight availability and costs, wage increases and labor shortages. In an effort to mitigate this, the Company has increased the prices of its products, recouped tariffs through duty drawback and exclusions, and worked with suppliers to ensure optimum pricing and inventory levels. However, if customers are unwilling to accept price increases in the Company’s products and the Company is unable to recover a substantial portion of increased costs from our suppliers, or through duty draw-back/exclusions, or otherwise offset the increased costs, then continued or increased fluctuations in costs of materials or inflation generally and continued supply chain challenges could have a material adverse effect on the Company’s results of operation, profitability, free cash flows, and financial condition.

In addition, we purchase material and services from our suppliers on terms extended based on our overall credit rating. Deterioration in our credit rating may impact suppliers' willingness to extend terms and in turn accelerate cash requirements of our business.

Consolidation within our customer base and suppliers may negatively impact our pricing and product margins.

Over the last few years, some of our larger customers have been actively growing through acquisitions. This consolidation has increased the concentration of our largest customers, resulting in increased pricing pressure from our customers. Should our larger customers continue to grow through acquisitions, their buying influence may grow and negatively impact our negotiating leverage. Some of our suppliers have undergone a similar process of consolidation. The consolidation of our largest suppliers has resulted in limited sources of supply for certain parts and components and increased cost pressures from our suppliers. Any future consolidation of our customer base or our suppliers could negatively impact our business, financial condition, results of operations and cash flows. If this trend in customer and supplier consolidation continues, it could have an unfavorable impact on our pricing and product margins.

We are exposed to political, economic and other risks that arise from operating a multinational business.

Our operations are subject to a number of potential risks. Such risks principally include:

- trade protection measures and currency exchange controls;
- wage inflation, labor shortages and labor unrest;
- uncertainties and instability in global and regional economic conditions, including changes related to market conditions caused by the COVID-19 pandemic, heightened inflation, potential economic recessions, and significant interest rate fluctuations;
- ongoing political instability and uncertainties, including, but not limited to, the ongoing conflict between Russia and Ukraine, the relationship between China and the U.S. and other actual or anticipated military or political conflicts;
- terrorist activities and the U.S. and international response thereto;
- restrictions on the transfer of funds into or out of a country;
- export duties and quotas;
- domestic and foreign customs and tariffs;
- current and changing regulatory environments;
- difficulties protecting our intellectual property;
- transportation delays and interruptions;
- costs and difficulties in integrating, staffing and managing international operations, especially in developing markets such as China, India, Latin America, the Middle East and Africa;
- difficulty in obtaining distribution support;
- natural disasters;
- health epidemics or new pandemics; and
- changes in tax laws or interpretations, tax rates and tax legislation.

In addition, many of the nations in which we operate have developing legal and economic systems adding greater uncertainty to our operations in those countries than would be expected in North America, Western Europe and certain Asia Pacific markets. These factors may have an adverse effect on our international operations in the future.

We continue to focus on operational improvement in developing markets such as China, India, Latin America, the Middle East and Africa. These efforts will require us to hire, train and retain qualified personnel in countries where language, cultural or regulatory barriers may exist. Any significant difficulties in continuing to improve or expand our operations in developing markets may divert management's attention from our existing operations and require a greater level of resources than we plan to commit.

Expansion into developing markets may require modification of products to meet local requirements or preferences. Modification to the design of our products to meet local requirements and preferences may take longer or be more costly than we anticipate and could have a material adverse effect on our ability to achieve international sales growth.

A material disruption to one of our significant manufacturing plants could adversely affect our ability to generate revenue.

If operations at a significant facility were disrupted as a result of equipment failures, natural disasters, health epidemics, work stoppages, power outages or other reasons, our business, financial conditions and results of operations could be adversely affected. Interruptions in production could increase costs and delay delivery of units in production. Production capacity limits could cause us to reduce or delay sales efforts until production capacity is available.

Our business is sensitive to government spending.

Many of our customers depend substantially on government funding of highway construction, maintenance and other infrastructure projects. In addition, we sell products to governments and government agencies in the U.S. and other nations. Policies of governments attempting to address local deficit or structural economic issues could have a material impact on our customers and markets. Any decrease or delay in government funding of highway construction and maintenance, other infrastructure projects and overall government spending could cause our revenues and profits to decrease.

Competition and Strategic Performance Risks

The industry in which we operate is highly competitive, subject to pricing pressure; if we fail to compete effectively, demand for our products may decrease and our business could suffer.

Our industry is highly competitive. Our competitors include a variety of both domestic and foreign companies in all major markets. To compete successfully, our products must excel in terms of quality, reliability, durability, productivity, price, features, ease of use, safety and comfort, and we must provide excellent customer service. The greater financial resources of certain of our competitors may put us at a competitive disadvantage. Low-cost competition from China and other developing markets could also result in decreased demand for our products. If competition in our industry intensifies or if our current competitors lower their prices for competing products, we may lose sales or be required to lower the prices we charge for our products.

One of our strategic initiatives is Innovate, which in part aims at the introduction of new or improved products, technologies and capabilities. If we are unable to continue to improve existing equipment products and technologies that meet our customers' expectations, or the industry's expectations, including, but not limited to electrification options discussed below, the demand for our equipment could be substantially adversely affected. Our ability to match new product offerings to diverse global customers' anticipated preferences for different types and sizes of equipment and various equipment features and functionality, at affordable prices, is critical to our success. This requires a thorough understanding of our existing and potential customers on a global basis. Product development, improvements and introductions also require significant financial and technological resources, talent, research, planning, design, development, engineering and testing at the technological, product and manufacturing process levels. If competitors' new products arrive in the market before any of our similar new offerings arrive, or competitors offer more attractive features and functions prior to us, then demand for our equipment could be adversely affected or render our product obsolete. Any new products that we develop may also not receive market acceptance or otherwise generate meaningful net sales or profits for us relative to our expectations and our investments. Failure to compete effectively could result in lower revenues from our products and services, lower gross margins or cause us to lose market share.

In response to changes in customer preferences concerning global climate changes and related changes in regulations, we may continue to face greater pressure to develop products that generate less greenhouse gas emissions. Like many manufacturers, we foresee sales of electric-powered vehicles and mobile equipment becoming increasingly important and we are actively developing and offering more electric powered products, including our all-electric utility bucket truck launched in 2022. We are at risk of losing competitive advantages if we do not accurately predict, prepare for and respond to customer demands for new innovations with respect to electric-powered vehicles or mobile equipment and other technologies that minimize emissions, or if we are unable to do so on a cost-effective basis.

The timing and amount of benefits from our strategic initiatives may not be as expected and our financial results could be adversely impacted.

Each business in our Company is unique, but all businesses are managed to the "Execute, Innovate, Grow" operating framework. This is part of our continuing strategy to deliver long-term growth and earnings to our shareholders. We have made, and continue to make, significant investments in these strategic initiatives. However, we cannot provide any assurance that we will be able to realize the full anticipated benefits of these initiatives. Although "Execute, Innovate, Grow" is expected to improve future operating margins and revenue growth, if we are unable to achieve expected benefits from these initiatives or are unable to complete them without material disruption to our businesses, the timing and amount of benefits may not be as expected and could adversely impact the Company's competitive position, financial condition, profitability and/or cash flows.

We may face limitations on our ability to integrate acquired businesses.

From time to time, we may engage in strategic transactions involving risks, including the possible failure to successfully integrate and realize the expected benefits of such transactions. We have consummated multiple acquisitions in the recent past and anticipate making additional acquisitions in the future. Our ability to realize the anticipated benefits of any purchase, including the expected combination benefits, will depend, to a large extent, on our ability to integrate any acquired businesses. The risks associated with integrating acquired businesses include:

- the business culture of the acquired business may not match well with our culture;
- technological and product synergies, economies of scale and cost reductions may not occur as expected;
- we may acquire or assume unexpected liabilities;
- faulty assumptions may be made regarding the acquisition and integration process;
- unforeseen difficulties may arise in integrating operations and systems;
- we may fail to attract, retain, motivate and integrate key management and other employees of the acquired business; and
- we may experience problems in retaining customers.

The successful integration of any newly acquired business also requires us to implement effective internal control processes in these acquired businesses. We cannot ensure that any newly acquired companies will operate profitably, that the intended beneficial effect from these acquisitions will be realized and that we will not encounter difficulties in implementing effective internal control processes in these acquired businesses, particularly when the acquired business operates in foreign jurisdictions and/or was privately owned. While our evaluation of any potential transaction includes business, legal, compliance and financial due diligence with the goal of identifying and evaluating the material risks involved, these due diligence reviews may not identify all of the issues necessary to accurately estimate the cost and potential risks of a particular acquisition or costs associated with any quality issues with an acquisition target's products or services. Any of the foregoing could adversely affect our business, financial condition and results of operations.

Financial and General Economy Risks

Our consolidated financial results are reported in U.S. dollars while certain assets and other reported items are denominated in the currencies of other countries, creating currency exchange and translation risk.

Our Company operates in many areas of the world, involving transactions denominated in a variety of currencies. We are subject to currency exchange risk to the extent that our costs are denominated in currencies other than those in which the Company earns revenue.

Additionally, the reporting currency for our consolidated financial statements is the U.S. dollar. Certain of our assets, liabilities, expenses, revenues and earnings are denominated in other countries' currencies, including the Euro, British Pound, Chinese Yuan, Indian Rupee, Australian Dollar and Mexican Peso. Those assets, liabilities, expenses, revenues and earnings are translated into U.S. dollars at the applicable foreign exchange rates to prepare our consolidated financial statements. Therefore, fluctuations in foreign exchange rates between the U.S. dollar and those other currencies affect the value of those items as reflected in our consolidated financial statements, even if their value remains unchanged in their original currency. Due to continued volatility of foreign exchange rates to the U.S. dollar, fluctuations in foreign exchange rates may have an impact on the accuracy of our financial guidance. Such fluctuations in foreign exchange rates relative to the U.S. dollar may cause our actual results to differ materially from those anticipated in our guidance and have a material adverse effect on our business or results of operations.

Our business is affected by the cyclical nature of markets we serve.

Demand for our products tends to be cyclical and is affected by the general strength of the economies in which we sell our products, customers' perceptions concerning the timing of economic cycles, prevailing interest rates, residential and non-residential construction spending, capital expenditure allocations of our customers, the timing of regulatory standard changes, oil and gas related activity and other factors. The last several years have been marked by the lingering effects of the COVID-19 pandemic, geopolitical instability, including the conflict between Russia and Ukraine, social concerns, supply chain and freight constraints, labor shortages and wage increases, high inflation, rising interest rates, foreign currency exchange volatility, and concerns of possible recessions, all of which have increased ongoing economic uncertainty and instability in the global markets. This instability can make it extremely difficult for our customers, our suppliers and us to accurately forecast and plan future business activities. While we are expecting to experience sales growth in 2023, we cannot provide any assurance that there will not be global economic weakness or a recession based on the above uncertainties. As discussed under the risk factor titled, "Changes in the availability and price of certain materials and components have resulted and could continue to result in significant disruptions to the supply chain causing manufacturing inefficiencies, increased costs, and lower profits," the supply chain continues to be constrained and battling labor shortages, wage increases, freight constraints and heightened inflationary pressures. If we are not able to receive parts and components on a timely basis and at anticipated costs, we may not achieve the growth we expect in sales or profitability. If our customers are not successful in generating sufficient revenue or are precluded from securing financing or unable to meet higher interest rate payments, they may not be able to pay, or may delay payment of, receivables that are owed to us. Any inability of current and/or potential customers to pay us for our products will adversely affect our earnings and cash flow.

Our sales depend in part upon our customers' replacement or repair cycles, which are impacted in part by historical purchase levels. We are in a period marked by high inflation levels, rising interest rates, global economic uncertainty, and if economic conditions in the U.S. and other key markets do not show continued stability or improvement, we may experience negative impacts to our net sales, financial condition, profitability and cash flows, which could result in the need for us to record impairments.

We have a significant amount of debt outstanding and must comply with restrictive covenants in our debt agreements.

Our credit agreement and other debt agreements contain financial and restrictive covenants that may limit our ability to, among other things, borrow additional funds or take advantage of business opportunities. As of December 31, 2022, we are in compliance with the financial covenants. However, increases in our debt, increases in our interest expense or decreases in our earnings could cause us to fail to comply with these financial covenants. Failing to comply with such covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all our indebtedness or otherwise have a material adverse effect on our financial position, results of operations and debt service capability.

Our level of debt and the financial and restrictive covenants contained in our credit agreement could have important consequences on our financial position and results of operations, including increasing our vulnerability to increases in interest rates because debt under our credit agreement bears interest at variable rates.

In addition, due to the cessation of the London Interbank Offered Rate ("LIBOR"), we have entered into and may enter into financial transactions such as credit agreements, receivables, derivatives, and notes that use the Secured Overnight Financing Rate ("SOFR") or the Sterling Overnight Index Average ("SONIA") as interest rate benchmarks. SOFR and SONIA are calculated differently from LIBOR and have inherent differences, which could give rise to uncertainties, including the limited historical data and volatility in the benchmark rates. The full effects of the transition to SOFR, SONIA, or other rates remain uncertain.

We may be unable to generate sufficient cash flow to service our debt obligations and operate our business.

Servicing our debt requires a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control and our business may not generate sufficient cash flow from operating activities. Our ability to make payments on, and refinance, our debt and fund planned capital expenditures will depend on our ability to generate cash in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control, including rising interest rates. Lower sales, or uncollectible receivables, generally will reduce our cash flow.

We cannot assure our business will generate sufficient cash flow from operations, or future borrowings will be available to us under our credit facility or otherwise, in an amount sufficient to fund our liquidity needs.

If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt 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.

Our access to capital markets and borrowing capacity could be limited in certain circumstances.

Our access to capital markets to raise funds through the sale of equity or debt securities is subject to various factors, including general economic and/or financial market conditions. Significant changes in market liquidity conditions could impact access to funding and associated funding costs, which could reduce our earnings and cash flows. If our consolidated cash flow coverage ratio is less than 2.0 to 1.0, we are subject to significant restrictions on the amount of indebtedness we can incur. Although our cash flow coverage ratio was greater than 2.0 to 1.0 at the end of 2022, there can be no assurance this will continue to occur.

Our access to debt financing at competitive risk-based interest rates is partly a function of our credit ratings. A downgrade to our credit ratings could increase our interest rates, could limit our access to public debt markets, could limit the institutions willing to provide us credit facilities, and could make any future credit facilities or credit facility amendments more costly and/or difficult to obtain.

Although we believe the banks participating in our credit facility have adequate capital and resources, we can provide no assurance that all of these banks will continue to operate as a going concern in the future. If any of the banks in our lending group were to fail or be unwilling to renew our credit facility at or prior to its expiration, it is possible that the borrowing capacity under our current or any future credit facility would be reduced. If the availability under our credit facility was reduced significantly, we could be required to obtain capital from alternate sources to finance our capital needs. Our options for addressing such capital constraints would include, but not be limited to (i) obtaining commitments from the remaining banks in the lending group or from new banks to fund increased amounts under the terms of our credit facility, or (ii) accessing the public capital markets. If it becomes necessary to access additional capital, it is possible that any such alternatives in the current market could be on terms less favorable than under our existing credit facility terms, which could have a negative impact on our consolidated financial position, results of operations or cash flows.

Some of our customers rely on financing with third parties to purchase our products.

We rely on sales of our products to generate cash from operations. Significant portions of our sales are financed by third-party finance companies on behalf of our customers. The availability of financing by third parties is affected by general economic conditions, credit worthiness of our customers and estimated residual value of our equipment. Deterioration in credit quality of our customers or estimated residual value of our equipment could negatively impact the ability of our customers to obtain resources they need to purchase our equipment. There can be no assurance third-party finance companies will continue to extend credit to our customers.

Some of our customers have been unable to obtain the credit they need to buy our equipment. Rising interest rates could have a dampening effect on the financial condition of some of our customers and their ability to repay credit obligations. As a result, some of our customers may need to cancel existing orders and some may be compelled to sell their equipment at less than fair value to raise cash, which could have a negative impact on residual values of our equipment. These economic conditions could have a material adverse effect on demand for our products and on our financial condition and operating results.

We are exposed to losses from providing credit support to some of our customers.

We may assist customers in their rental, leasing and acquisition of our products by facilitating financing transactions directly between (i) end-user customers, distributors and rental companies and (ii) third-party financial institutions, providing recourse in certain circumstances. The expectation of losses or non-performance is assessed based on consideration of historical customer assessments, current financial conditions, reasonable and supportable forecasts, equipment collateral value and other factors. Many of these factors, including the assessment of a customer's ability to pay, are influenced by economic and market factors that cannot be predicted with certainty. Our maximum liability is generally limited to our customer's remaining payments due to the third-party financial institutions at the time of default. In the event of a customer default, we are generally able to recover and dispose of the equipment at a minimum loss, if any, to us.

During periods of economic weakness, collateral underlying our guarantees of indebtedness of customers can decline sharply, thereby increasing our exposure to losses. In the future, we may incur losses in excess of our recorded reserves if the financial condition of our customers were to deteriorate further or the full amount of any anticipated proceeds from the sale of the collateral supporting our customers' financial obligations is not realized. Historically, losses related to guarantees have been immaterial; however, there can be no assurance that our historical experience with respect to guarantees will be indicative of future results.

We may experience losses in excess of our recorded reserves for receivables.

We evaluate the collectability of our receivables based on consideration of a customer's payment history, leverage, availability of third-party financing, political and foreign exchange risks, and other factors. Recorded reserves represent our estimate of current expected credit losses on existing receivables and are determined based on historical customer assessments, current financial conditions, and reasonable and supportable forecasts. An unexpected change in customer financial condition or future economic uncertainty could result in additional requirements for specific reserves, which could have a negative impact on our consolidated financial position.

Human Capital Risks

We rely on key management and skilled labor, and we may be unable to attract, develop, engage and retain qualified team members.

We rely on the management and leadership skills of our senior management team, particularly those of the Chief Executive Officer. The loss of the services of key employees or senior officers, or the inability to identify, hire, develop and retain other highly qualified personnel in the future, could adversely affect the quality and profitability of our business operations.

Our ability to maintain or expand our business depends on our ability to attract and hire qualified candidates with the requisite education, background, and experience as well as our ability to train, develop, engage, motivate and retain qualified team members with the skills necessary to understand and adapt to the continuously developing needs of our customers. Efforts to attract talent to fill open roles in light of continued constrained labor availability and wage inflation may take more time than in the past and may continue to cost us significantly more than in past years. Moreover, the constrained labor conditions and wage inflation pressures may mean that retention of existing talent may continue to require significant additional pay and incentives. If we fail to attract, hire, train, develop, engage, motivate and retain qualified personnel, or if we experience prolonged excessive turnover, we may experience declining sales, manufacturing delays, the loss of knowledge of departing employees or other inefficiencies, increased recruiting, hiring, onboarding and training resources, relocation costs and other difficulties, and our business, financial condition, results of operations and cash flows could be materially and adversely affected. Competition for qualified personnel remains intense and we may not be successful in attracting or retaining qualified personnel, which could negatively impact our business. Additionally, while we strive to create an inclusive culture and a diverse workforce where all team members feel valued and respected, a failure, or perceived failure, to properly address inclusivity and diversity matters could result in reputational harm, reduced sales or an inability to attract and retain a talented workforce.

We may be adversely impacted by work stoppages and other labor matters.

As of December 31, 2022, we employed approximately 9,300 people worldwide. While we have no reason to believe that we will be impacted by work stoppages or other labor matters, we cannot assure that future issues with our team members or labor unions will be resolved favorably or that we will not encounter future strikes, further unionization efforts or other types of conflicts with labor unions or our team members. Any of these factors may have an adverse effect on us or may limit our flexibility in dealing with our workforce.

Information Technology Risks

Increased cybersecurity threats and more sophisticated computer crime pose a risk to our systems, networks, products and services.

We rely extensively on information technology systems and networks, some of which are managed by third parties, to process, transmit and store electronic information (including sensitive data such as confidential business information and personally identifiable data relating to employees, customers and other business partners), and to manage or support a variety of critical business processes and activities. As technology continues to evolve, we anticipate that we will collect and store even more data in the future and that our systems will increasingly use remote communication. Operating these information technology systems and networks and processing and maintaining related data in a secure manner, is critical to our business operations and strategy. We continuously seek to maintain a robust program of information security and controls, but these systems may be damaged, disrupted or shut down due to attacks by computer hackers, computer viruses, employee error or malfeasance, power outages, hardware failures, telecommunication or utility failures, catastrophes or other unforeseen events, and in any such circumstances our system redundancy and other disaster recovery planning may be ineffective or inadequate. A failure of or breach in information technology security, particularly through malicious cyber-attacks which continue to increase in both frequency and sophistication by both state and non-state actors, could expose us and our customers, distributors and suppliers to risks of misuse of information or systems, the compromise of confidential information, manipulation and destruction of data, defective products, production downtimes and operations disruptions. In addition, such breaches in security could result in misstated financial information, regulatory action, fines and litigation, and other potential liabilities, as well as the costs and operational consequences of implementing further data protection measures, each of which could have a material adverse effect on our business or results of operations.

The current cyber threat environment continues to indicate increased risk for all companies. In addition, we could be impacted by cyber threats, disruptions or vulnerabilities of our customers and suppliers. Like other global companies, we have experienced cyber threats and incidents in our systems and those of our third-party providers, and we have experienced viruses and attacks targeting our information technology systems and networks, although none have had a material adverse effect on our business or financial condition. Our information security efforts include programs designed to address security governance, identification and protection of critical assets, insider risk, third-party risk and cyber defense operations. While these measures are designed to reduce the risk of a breach or failure of our information technology systems, no security measures or countermeasures can guarantee that the Company will not experience a significant information security incident in the future.

Legal, Regulatory & Compliance Risks

Changes in import/export regulatory regimes, imposition of tariffs, escalation of global trade conflicts and unfairly traded imports, particularly from China, could continue to negatively impact our business.

The U.S. government has imposed tariffs on certain foreign goods from a variety of countries and regions that it perceives as engaging in unfair trade practices, and previously raised the possibility of imposing additional tariff increases or expanding the tariffs to capture other types of goods. In response, many of these foreign governments have imposed retaliatory tariffs on goods that their countries import from the U.S. Changes in U.S. trade policy have resulted, and may continue to result, in one or more foreign governments adopting responsive trade policies that make it more difficult or costly for us to do business in or import our products from those countries. For example, tariffs on certain Chinese origin goods impact the cost of material and machines we import directly from our manufacturing operations in China, as well as the cost of material and components imported on our behalf by suppliers. The indirect impact of inflationary pressure on costs throughout the supply chain and the direct impact, for example, on costs for machines we import from our manufacturing operations in China, is leading to higher input costs and lower margins on certain products we sell. In addition, tariffs imposed by the Chinese government on U.S. imports have made the cost of some of our products more expensive for our Chinese customers.

We cannot predict the extent to which the U.S. or other countries will impose new or additional quotas, duties, tariffs, taxes or other similar restrictions upon the import or export of our products in the future, nor can we predict future trade policy or the terms of any renegotiated trade agreements and their impact on our business. Tariffs and the possibility of an escalation or further developments of current trade conflicts, particularly between the U.S. and China, could continue to negatively impact global trade and economic conditions in many of the regions where we do business. This could result in continued significant increases in our material and component costs and the cost of machinery imported directly from our manufacturing operations in China. In addition, it may adversely impact demand for our products in China and elsewhere.

We have been able to mitigate a portion of the effects of tariffs through the U.S. government's duty draw-back mechanism and will further partially mitigate the impact through the U.S. Government's tariff exclusion process, which has been extended through September 30, 2023, on certain components. However, if we are unable to recover a substantial portion of increased costs from our customers and suppliers, the extended exclusions or duty draw-back, our business or results of operations could be adversely affected.

The Coalition of American Manufacturers of Mobile Access Equipment, an alliance of mobile access equipment producers in the U.S. of which we are a member, pursued anti-dumping and countervailing cases against unfairly traded Chinese imports of mobile access equipment. The U.S. Department of Commerce has issued countervailing and anti-dumping duty rates on mobile access equipment from China. If these duties are not enough to offset the subsidies provided by the Chinese government to Chinese mobile access equipment manufacturers and/or if the duties are modified as a result of any appeal process, we may continue to operate at a disadvantage to Chinese manufacturers. This could result in reduced demand for our products in the U.S. and have an adverse effect on our business or results of operations.

Compliance with environmental regulations could be costly and failure to meet ESG expectations or standards or achieve our ESG goals could adversely affect our reputation, business, results of operations, financial condition, or stock price.

We generate hazardous and nonhazardous wastes in the normal course of our manufacturing operations. As a result, we are subject to a wide range of environmental laws and regulations. These laws and regulations govern actions that may have adverse environmental effects and require compliance with certain practices when handling and disposing of hazardous and nonhazardous wastes. Some environmental laws impose strict, retroactive and joint and several liability for the remediation of the release of hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. Failure to comply with environmental laws could expose us to substantial fines or penalties and to civil and criminal liability. These liabilities, sanctions, damages and remediation efforts related to any non-compliance with such laws and regulations could have a material adverse effect on our business or results of operations. No such incidents have occurred which required us to pay material amounts to comply with such laws and regulations.

Recently, there is an increased focus, including by governmental and non-governmental organizations, investors and other stakeholders, and more attention on ESG matters. Such matters include, but are not limited to, reducing greenhouse gas emissions and climate-related risks; DEI; responsible sourcing and supply chain; human rights and social responsibility; and corporate governance and oversight. Given our commitment to ESG, we actively manage all of these issues. We have a newly created senior vice president position with responsibility for ESG matters, additional dedicated employee resources, and cross-functional/business teams to further develop and implement ESG related initiatives and requirements. In November 2022, we released our latest ESG report, which highlights ESG materiality assessment results, innovation of environmental friendly products and products supporting safe work practices, implementation of energy audits to achieve our carbon reduction journey and our goal of a 15% reduction in greenhouse gas emissions and energy intensity, new injury prevention behaviors, reflecting our commitment to our Zero Harm Safety Culture, introducing nine affinity groups, supporting our DEI program, and the inclusion of four ESG reporting frameworks. Maintaining a strong reputation with team members, customers, investors, stakeholders and communities is critical to the success of our business.

We have devoted and expect to have to continue to devote significant expenditures in designing and manufacturing new forms of equipment that satisfy new laws/regulations and market expectations related to greenhouse gas emission reductions. We devote significant time and resources to programs that are consistent with our corporate values and are designed to protect and preserve our reputation as a good corporate citizen. These goals, commitments, and targets reflect our current plans and are not guarantees that we will be able to achieve them. Any failure, or perceived failure (whether or not valid), to act responsibly with respect to the environment, to achieve our ESG goals, to maintain ESG practices, to comply with emerging ESG regulations, or to meet investor or customer expectations related to ESG concerns, could harm our reputation, adversely impact our ability to attract and retain qualified and talented team members and customers, expose us to increased scrutiny from the investment community and enforcement authorities, reduce our stock price, have an adverse effect on our future financial results and cause harm to our business.

We face litigation and product liability claims and other liabilities.

In our lines of business, numerous suits have been filed alleging damages for accidents that have occurred during use or operation of our products. We are self-insured, up to certain limits, for these product liability exposures, as well as for certain exposures related to general, workers' compensation and automobile liability. We obtain insurance coverage for catastrophic losses as well as those risks where insurance is required by law or contract. We do not believe that the outcome of such matters will have a material adverse effect on our consolidated financial position; however, any significant liabilities not covered by insurance could have an adverse effect on our financial condition.

We operate in many different jurisdictions and we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-corruption laws.

We must comply with all applicable laws, including the Foreign Corrupt Practices Act and other laws that prohibit engaging in corruption for the purpose of obtaining or retaining business. These anti-corruption laws prohibit companies and their intermediaries from making improper payments or providing anything of value to improperly influence government officials or private individuals for the purpose of obtaining or retaining a business advantage regardless of whether those practices are legal or culturally expected in a particular jurisdiction. Our global activities and distribution model are subject to risk of corruption by our employees and in addition, our sales agents, distributors, dealers and other third parties that transact Terex business particularly because these parties are generally not subject to our control. We have an internal policy that expressly prohibits engaging in any commercial bribery and public corruption, including facilitation payments. We conduct corruption risk assessments, have implemented training programs for our employees with respect to the Company's prohibition against public corruption and commercial bribery, and perform reputational due diligence on certain third parties that transact Terex business. In addition, we conduct transaction testing to assess compliance with our internal anti-corruption policy and procedures. However, we cannot assure you that our policies, procedures and programs always will protect us from reckless or criminal acts committed by our employees or third parties that transact Terex business. We have a zero tolerance policy for violations of anti-corruption laws and our anti-corruption policy. In the event we believe or have reason to believe our employees, agents, representatives, dealers or distributors or other third parties that transact Terex business have or may have violated our anti-corruption policy or applicable anti-corruption laws, we investigate or have outside counsel investigate relevant facts and circumstances. Although we have a compliance program in place designed to reduce the likelihood of potential violations of such laws, violations of anti-corruption laws could result in significant fines, criminal sanctions against us or our employees, prohibitions on the conduct of our business including our business with the U.S. government, an adverse effect on our reputation, business and results of operations and financial condition and a violation of our injunction or cease and desist order with the SEC. See Risk Factor entitled, "We must comply with an injunction and related obligations imposed by the SEC."

Increasing regulatory focus on privacy and data security issues and expanding laws could expose us to increased liability.

The legislative and regulatory framework for privacy and data protection issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. We collect and transfer personal data as part of our business processes and activities. This data is subject to a variety of U.S., E.U. and other international laws and regulations, including oversight by various regulatory or other governmental bodies. Any inability, or perceived inability, to adequately address privacy and data protection concerns, even if unfounded, or to comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations (including at newly acquired companies) could result in additional cost and liability to us or company officials, damage our reputation, inhibit sales, and otherwise adversely affect our business.

We must comply with an injunction and related obligations imposed by the SEC.

We and our directors, officers and employees are required to comply at all times with the terms of a 2009 settlement with the SEC that includes an injunction barring us from committing or aiding and abetting any future violations of the anti-fraud, books and records, reporting and internal control provisions of the federal securities laws and related SEC rules. In addition, regarding a separate and unrelated SEC matter, we consented to the entry of an administrative cease and desist order prohibiting future violations of certain provisions of the federal securities laws. As a result, if we commit or aid or abet any future violations of the anti-fraud, books and records, reporting and internal control provisions of the federal securities laws and related SEC rules, we are likely to suffer severe penalties, financial and otherwise, that could have a material negative impact on our business and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

As of December 31, 2022, our principal manufacturing, warehouse, service and office facilities comprised a total of approximately 7 million square feet of space worldwide. The following table outlines the principal manufacturing, warehouse, service and office facilities owned or leased (as indicated below) by the Company and its subsidiaries in relation to our continuing businesses:

<u>BUSINESS SEGMENT</u>	<u>FACILITY LOCATION</u>	<u>BUSINESS SEGMENT</u>	<u>FACILITY LOCATION</u>
Corporate/Other	Norwalk, Connecticut ⁽¹⁾	MP (Continued)	Fort Wayne, Indiana
	Schaffhausen, Switzerland ⁽¹⁾		Olds, Alberta Canada ⁽¹⁾
Multiple Business Segments	Southaven, Mississippi ⁽¹⁾		Bad Schönborn, Germany
	Changzhou, China		Brisbane, Australia ⁽¹⁾
	Roosendaal, Netherlands		Crespellano, Italy
MP	Oklahoma City, Oklahoma		Fontanafredda, Italy
	Louisville, Kentucky		Monaghan, Republic of Ireland
	Durand, Michigan		Jiading, China
	Coalville, England	AWP	Moses Lake, Washington ⁽¹⁾
	Hosur, India		North Bend, Washington ⁽¹⁾
	Subang Jaya, Malaysia ⁽¹⁾		Redmond, Washington ⁽¹⁾
	Ballymoney, Northern Ireland		Bothell, Washington ⁽¹⁾
	Campsie, Northern Ireland		Umbertide, Italy
	Dungannon, Northern Ireland		Darra, Australia ⁽¹⁾
	Omagh, Northern Ireland		Watertown, South Dakota
	Cookstown, Northern Ireland		Huron, South Dakota
	Newton, New Hampshire		Monterrey, Mexico
	Canton, South Dakota		

⁽¹⁾ These facilities are either partially or fully leased or subleased.

We also have numerous owned or leased locations for new machine and parts sales, distribution and service located worldwide.

We believe the properties listed above are suitable and adequate for our use. From time to time, we may determine that certain of our properties exceed our requirements. Such properties may be sold, leased or utilized in another manner.

ITEM 3. LEGAL PROCEEDINGS

We are involved in various legal proceedings, including product liability, general liability, workers' compensation liability, employment, commercial and intellectual property litigation, which have arisen in the normal course of operations. We are insured for product liability, general liability, workers' compensation, employer's liability, property damage and other insurable risks required by law or contract with retained liability to us or deductibles. We believe the outcome of such matters, individually and in aggregate, will not have a material adverse effect on our consolidated financial statements. However, outcomes of lawsuits cannot be predicted and, if determined adversely, could ultimately result in us incurring significant liabilities which could have a material adverse effect on our results of operations.

For information regarding litigation and other contingencies and uncertainties, including our proceedings involving a claim in Brazil regarding payment of ICMS tax (Brazilian state value-added tax), see Note N – "Litigation and Contingencies," in the Notes to Consolidated Financial Statements.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the New York Stock Exchange under the symbol TEX. Certain of our debt agreements contain restrictions as to the payment of cash dividends to stockholders. In addition, Delaware law limits payment of dividends. In February 2023, Terex's Board of Directors declared a dividend of \$0.15 per share, which will be paid on March 20, 2023 to the Company's shareholders of record as of March 9, 2023. Any additional payments of dividends will depend upon our financial condition, capital requirements and earnings, as well as other factors that the Board of Directors may deem relevant.

As of February 7, 2023, there were 507 stockholders of record of our common stock.

Performance Graph

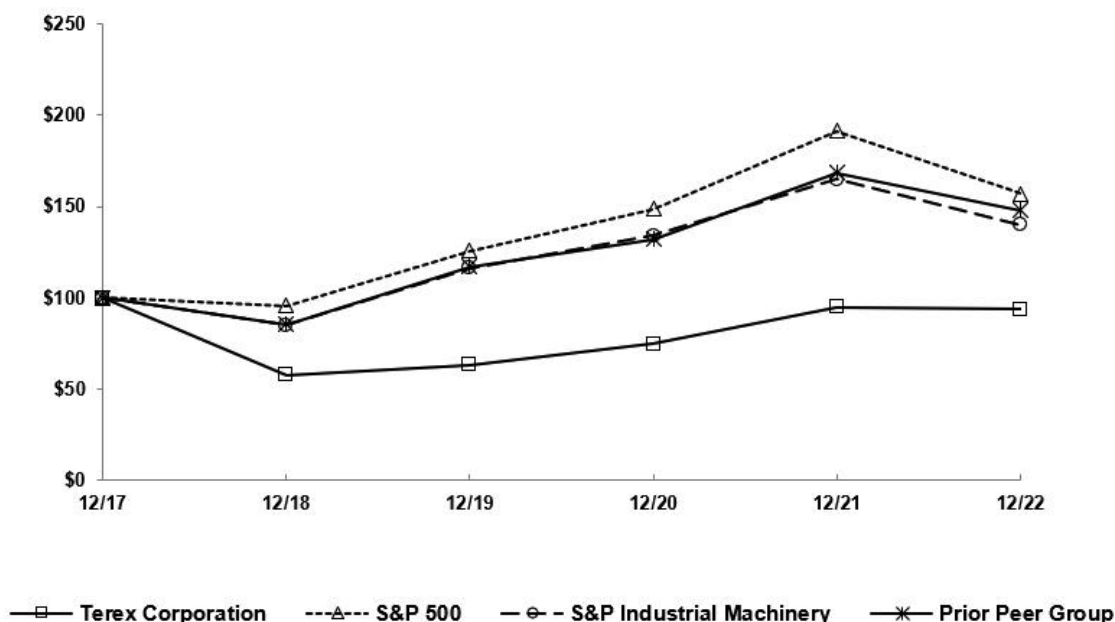
The following stock performance graph is intended to show our stock performance compared with that of comparable companies. The stock performance graph shows the change in market value of \$100 invested in our common stock, the Standard & Poor's ("S&P") 500 Stock Index, the S&P Industrial Machinery Index and our Prior Peer Group (as defined below) for the period commencing December 31, 2017 through December 31, 2022. The cumulative total stockholder return assumes dividends are reinvested. The stockholder return shown on the graph below is not indicative of future performance. The companies in the Prior Peer Group are weighted by market capitalization.

The 2022 new peer index group consists of the S&P Industrial Machinery Index. The Prior Peer Group consists of the following companies that were in our same industry, of comparable revenue size to us and/or other manufacturing companies: AGCO Corporation, Carlisle Companies Inc., Crane Company, Dana Incorporated, Dover Corporation, Flowserve Corporation, Hubbell Inc., Lennox International Inc., The Manitowoc Company, Inc., Oshkosh Corporation, Pentair Ltd., Rockwell Automation, Inc., Roper Technologies Inc., Timken Company, Trinity Industries Inc. and Westinghouse Air Brake Technologies Corporation.

We re-examined our Prior Peer Group and concluded that our diversified portfolio of businesses, which evolves in accordance with acquisitions, dispositions and other transactions, is better benchmarked against the S&P Industrial Machinery Index for comparison prospectively rather than including a self-selected peer group of individual companies, as presented in prior years.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Terex Corporation, the S&P 500 Index, the S&P Industrial Machinery Index, and a Prior Peer Group



*\$100 invested on 12/31/17 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

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	12/17	12/18	12/19	12/20	12/21	12/22
Terex Corporation	100.00	57.79	63.38	74.71	95.02	93.65
S&P 500	100.00	95.62	125.72	148.85	191.58	156.89
S&P Industrial Machinery	100.00	84.87	116.16	134.01	164.78	140.21
Prior Peer Group	100.00	85.45	116.88	131.95	168.50	147.82

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Purchases of Equity Securities

The following table provides information about our purchases during the quarter ended December 31, 2022 of our common stock that is registered by us pursuant to the Exchange Act.

Period	Issuer Purchases of Equity Securities			
	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands) ⁽²⁾
October 1, 2022 – October 31, 2022	145,524	\$31.66	144,101	\$42,733
November 1, 2022 – November 30, 2022	1,198	\$38.81	—	\$42,733
December 1, 2022 – December 31, 2022	3,284	\$43.49	—	\$192,733
Total	150,006	\$31.98	144,101	\$192,733

⁽¹⁾ Amount includes shares of common stock purchased to satisfy requirements under the Company's deferred compensation obligations to employees.

⁽²⁾ In July 2018, our Board of Directors authorized the repurchase of up to \$300 million of our outstanding shares of common stock. In December 2022, our Board of Directors authorized the additional repurchase up to \$150 million of our outstanding shares of common stock.

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

BUSINESS DESCRIPTION

Terex is a global manufacturer of materials processing machinery and aerial work platforms. We design, build and support products used in construction, maintenance, manufacturing, energy, recycling, minerals and materials management applications. Certain Terex products and solutions enable customers to reduce their impact on the environment including electric and hybrid offerings that deliver quiet and emission-free performance, products that support renewable energy, and products that aid in the recovery of useful materials from various types of waste. Our products are manufactured in North America, Europe, Australia and Asia and sold worldwide. We engage with customers through all stages of the product life cycle, from initial specification and financing to parts and service support. We report our business in the following segments: (i) MP and (ii) AWP.

Further information about our reportable segments appears below and in Note B – “Business Segment Information” in the Notes to Consolidated Financial Statements.

Non-GAAP Measures

In this document, we refer to various GAAP (U.S. generally accepted accounting principles) and non-GAAP financial measures. These non-GAAP measures may not be comparable to similarly titled measures disclosed by other companies. We present non-GAAP financial measures in reporting our financial results to provide investors with additional analytical tools which we believe are useful in evaluating our operating results and the ongoing performance of our underlying businesses. We do not, nor do we suggest that investors consider, such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Non-GAAP measures we may use include translation effect of foreign currency exchange rate changes on net sales, gross profit, SG&A expenses and operating profit, as well as the net sales, gross profit, SG&A expenses and operating profit excluding the impact of acquisitions and divestitures.

As changes in foreign currency exchange rates have a non-operating impact on our financial results, we believe excluding effects of these changes assists in assessment of our business results between periods. We calculate the translation effect of foreign currency exchange rate changes by translating current period results using rates that the comparable prior periods were translated at to isolate the foreign exchange component of fluctuation from the operational component. Similarly, impact of changes in our results from acquisitions and divestitures not included in comparable prior periods may be subtracted from the absolute change in results to allow for better comparability of results between periods.

We calculate a non-GAAP measure of free cash flow. We define free cash flow as Net cash provided by (used in) operating activities less Capital expenditures, net of proceeds from sale of capital assets. We believe this measure of free cash flow provides management and investors further useful information on cash generation or use in our primary operations.

We discuss forward-looking information related to expected earnings per share (“EPS”) excluding the impact of potential future acquisitions, divestitures, restructuring and other unusual items. Our 2023 outlook for earnings per share is a non-GAAP financial measure because it excludes unusual items. The Company is not able to reconcile these forward-looking non-GAAP financial measures to their most directly comparable forward-looking GAAP financial measures without unreasonable efforts because the Company is unable to predict with a reasonable degree of certainty the exact timing and impact of such items. The unavailable information could have a significant impact on the Company’s full year 2023 GAAP financial results. This forward-looking information provides guidance to investors about our EPS expectations excluding these unusual items that we do not believe are reflective of our ongoing operations.

Working capital is calculated using the Consolidated Balance Sheet amounts for Trade receivables (net of allowance) plus Inventories, less Trade accounts payable and Customer advances. We view excessive working capital as an inefficient use of resources, and seek to minimize the level of investment without adversely impacting ongoing operations of the business. Trailing three months annualized net sales is calculated using net sales for the most recent quarter end multiplied by four. The ratio calculated by dividing working capital by trailing three months annualized net sales is a non-GAAP measure we believe measures our resource use efficiency.

Non-GAAP measures also include Net Operating Profit After Tax (“NOPAT”), which is used in the calculation of our after tax return on invested capital (“ROIC”) (collectively the “Non-GAAP Measures”), which are discussed in detail below.

Overview

Safety remains our top priority; driven by Think Safe – Work Safe – Home Safe. All Terex team members contributed to our effort of continuing to provide products and services for our customers, while maintaining a safe working environment.

We remain focused on executing our multi-year growth plan and continue to invest in new technologies and products across our businesses. Our strategic operational priorities of execution, innovation and growth continue to strengthen our operations and allow us to capitalize on the strong demand in our end-markets. We are leveraging our business operating systems to navigate supply challenges and labor constraints while working to mitigate material cost inflation. Company-wide investments in new product development and continued deployment of digital customer and dealer solutions are important to help to deliver long-term growth. In 2022, we completed a number of acquisitions, including enhancing our concrete offerings, adding fabrication capacity for our Northern Ireland businesses and expanding the capabilities of our growing environmental business in the MP segment with the acquisition of a company that designs and creates robots that pick, sort and recycle waste material.

Our performance in 2022 reflected continued, strong, global customer demand in our businesses and good execution by our team members in a dynamic and challenging environment. Net sales of \$4.4 billion were up 14% year-over-year, 20% on a foreign exchange neutral basis, as end-markets remained strong. Gross margins increased by 190 basis points in the quarter as the team implemented cost take out plans and pricing actions helped to offset cost increases. The year-over-year gross margin increase was in both our segments. Despite the high inflationary environment, SG&A spending as a percentage of net sales was down 80 basis points to 10.2% of net sales, reflecting focused cost management. Operating margin of 9.5% was up 110 basis points year-over-year driven by prudent cost management and the improvement throughout the year in price cost dynamics.

Overall, 2022 financial performance demonstrated continued, strong execution and focus on delivering for our customers and dealers despite global supply chain disruptions, significant inflationary pressures and foreign exchange rate volatility. The global operating environment has remained difficult and unpredictable with increases in commodity prices, energy costs and logistics adversely impacting the Company. In addition, the weakening of the Euro and British Pound against the U.S. Dollar had a meaningful negative impact on our results in the year. Although these headwinds have constrained our growth, we are aggressively managing these challenges. We have continued to take pricing actions which has been necessary to mitigate rising costs in both segments. As a result of these actions, we were price/cost neutral for all of 2022.

MP had a strong year with net sales up 15% from 2021, 23% on a foreign exchange neutral basis, driven by strong customer sentiment across multiple end-markets and geographies as well as price realization. The MP businesses continue to benefit from strong equipment utilization rates and dealers looking to replenish their inventory and rental fleets. Our mobile crushing and screening businesses are benefiting from the strength of aggregates driven by investments in infrastructure projects and demand for sand to source silicon used in semiconductors. Growth of environmental and waste recycling solutions is driving demand for our wood processing, biomass and recycling equipment. The strength of construction and infrastructure spending is driving demand for our cement products in the U.S. Our material handlers are benefiting from diversification into waste, scrap, port and timber applications. The strength of commodity prices is driving demand for our pick and carry cranes in Australia. MP has been aggressively managing all elements of cost resulting in a 15.3% operating margin for the year, up 110 basis points as compared to 2021. We expect customer sentiment to remain strong and we are encouraged by MP's backlog (including deliveries beyond 12 months) of \$1.2 billion, which is up 12% compared to 2021 backlog of \$1.0 billion. As a result, we anticipate net sales between \$2.0 billion and \$2.1 billion and an operating margin of approximately 15.5% in 2023.

AWP's 2022 net sales were up 14% compared to 2021 and increased 19% on a foreign exchange neutral basis, primarily due to higher demand driven by fleet replacement and end-market growth for aerial work platforms and price realization necessary to mitigate rising costs. Utility product growth was strong in North America. Construction, infrastructure, and industrial applications are driving demand for Genie products. Examples of such applications for Genie products include data centers, warehouses and manufacturing facilities. In addition, the fundamentals of the North American and European replacement cycle are strong as fleets age and customers have strong utilization rates. Globally, increased adoption of aerial work platforms continues to improve labor efficiency and jobsite safety. Our Utilities business is benefiting from electric grid expansion across the U.S. AWP delivered operating margins of 7.9% in the year driven by strict expense management and disciplined pricing actions. We expect end market demand to remain strong into 2023 as demonstrated by AWP's backlog (including deliveries beyond 12 months) of \$2.9 billion, which is up 27% compared to 2021 backlog of \$2.3 billion. As a result, we anticipate net sales between \$2.6 billion and \$2.7 billion and an operating margin of approximately 9.0% in 2023. We anticipate moving multiple production lines throughout our global footprint and opening our new permanent facility in Monterrey, Mexico, which we expect to impact manufacturing efficiencies in 2023.

In 2022, our largest market remained North America, which represented approximately 56% of our global sales. As compared to 2021, sales were up double digits in every major geography except for Asia Pacific which was down although essentially flat on a foreign exchange neutral basis.

We continued to execute our disciplined capital allocation strategy in 2022. We made strategic investments in our businesses and continued to return capital to shareholders. Our strong balance sheet has allowed us to return approximately \$132 million of cash to shareholders during 2022. We generated \$152 million of free cash flow in the year, \$27 million greater than we generated in 2021. We continue to maintain ample liquidity and as of December 31, 2022, we had \$727 million in available liquidity, with no near-term debt maturities. See “Liquidity and Capital Resources” for a detailed description of liquidity and working capital levels, including the primary factors affecting such levels, as well as a reconciliation of net cash provided by (used in) operating activities to free cash flow.

Customer demand remains strong for our products and services. However, we continue to operate in a highly uncertain environment with supply chain challenges, inflationary pressures, foreign exchange rate volatility and geopolitical uncertainty, so results can change, positively or negatively. See Part I, Item 1A. – “Risk Factors” for a detailed description of the risks associated with supply chain disruptions. As a result, we currently expect 2023 EPS to be between \$4.60 and \$5.00, on net sales between \$4.6 billion and \$4.8 billion. Our outlook assumes pricing actions along with manufacturing efficiencies will offset cost pressures. We intend to continue to make prudent investment in the business including our new product development, engineering and digital initiatives.

ROIC

ROIC and other Non-GAAP Measures (as calculated below) assist in showing how effectively we utilize capital invested in our operations. ROIC is determined by dividing the sum of NOPAT for each of the previous four quarters by the average of Debt less Cash and cash equivalents plus Stockholders’ equity for the previous five quarters. NOPAT for each quarter is calculated by multiplying Income (loss) from operations by one minus the full year 2022 effective tax rate (“Effective Tax Rate”). Debt is calculated using amounts for Current portion of long-term debt plus Long-term debt, less current portion. We calculate ROIC using the last four quarters’ NOPAT as this represents the most recent 12-month period at any given point of determination. In order for the denominator of the ROIC ratio to properly match the operational period reflected in the numerator, we include the average of five quarters’ ending balance sheet amounts so that the denominator includes the average of the opening through ending balances (on a quarterly basis) thereby providing, over the same time period as the numerator, four quarters of average invested capital.

Our management and Board of Directors use ROIC as one measure to assess operational performance, including in connection with certain compensation programs. We use ROIC as a metric because we believe it measures how effectively we invest our capital and provides a better measure to compare ourselves to peer companies to assist in assessing how we drive operational improvement. We believe ROIC measures return on the amount of capital invested in our businesses and is an accurate and descriptive measure of our performance. We also believe adding Debt less Cash and cash equivalents to Stockholders’ equity provides a better comparison across similar businesses regarding total capitalization, and ROIC highlights the level of value creation as a percentage of capital invested. As the tables below show, our ROIC at December 31, 2022 was 21.3%.

Amounts described below are reported in millions of U.S. dollars, except for the Effective Tax Rate. Amounts are as of and for the three months ended for the periods referenced in the tables below.

	Dec '22	Sep '22	Jun '22	Mar '22	Dec '21
Effective Tax Rate	18.1 %	18.1 %	18.1 %	18.1 %	
Income (loss) from operations	\$ 120.8	\$ 120.8	\$ 103.9	\$ 74.5	
Multiplied by: 1 minus Effective Tax Rate	81.9 %	81.9 %	81.9 %	81.9 %	
Net operating income (loss) after tax	\$ 98.9	\$ 98.9	\$ 85.1	\$ 61.0	
Debt	\$ 775.5	\$ 826.5	\$ 828.2	\$ 740.3	\$ 674.1
Less: Cash and cash equivalents	(304.1)	(231.7)	(253.3)	(218.4)	(266.9)
Debt less Cash and cash equivalents	471.4	594.8	574.9	521.9	407.2
Stockholders' equity	1,181.2	1,034.7	1,048.9	1,114.1	1,109.6
Debt less Cash and cash equivalents plus Stockholders' equity	\$ 1,652.6	\$ 1,629.5	\$ 1,623.8	\$ 1,636.0	\$ 1,516.8

December 31, 2022 ROIC	21.3 %
NOPAT as adjusted (last 4 quarters)	\$ 343.9
Average Debt less Cash and cash equivalents plus Stockholders' equity (5 quarters)	\$ 1,611.7

RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements and accompanying notes included in Exhibit 15 (a) (1) and (2) Financial Statements and Financial Statement Schedules of this Annual Report on Form 10-K. This section of our Annual Report on Form 10-K generally discusses 2022 and 2021 and provides a year-over-year comparison of 2022 and 2021. Discussions of 2020 and year-over-year comparison of 2021 and 2020 are not included in this document and can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2021.

Consolidated

	2022		2021		2020		% Change in Reported Amounts 2022 vs 2021
		% of Sales		% of Sales		% of Sales	
	(\$ amounts in millions)						
Net sales	\$ 4,417.7	—	\$ 3,886.8	—	\$ 3,076.4	—	13.7 %
Gross profit	871.2	19.7 %	757.4	19.5 %	539.3	17.5 %	15.0 %
SG&A expenses	451.2	10.2 %	429.4	11.0 %	470.9	15.3 %	5.1 %
Income from operations	420.0	9.5 %	328.0	8.4 %	68.4	2.2 %	28.0 %

Net sales for the year ended December 31, 2022 increased \$530.9 million when compared to 2021. The increase in net sales was primarily due to healthy demand for our products across multiple businesses and price realization, necessary to mitigate rising costs, across all segments. Changes in foreign exchange rates negatively impacted consolidated net sales by approximately \$244 million.

Gross profit for the year ended December 31, 2022 increased \$113.8 million when compared to 2021. The increase was primarily due to incremental margin on higher sales volume, price realization and favorable mix, partially offset by material, labor, manufacturing inefficiency and freight cost increases due to global supply chain disruptions, significant inflationary pressures and the negative impact of changes in foreign exchange rates.

SG&A expenses for the year ended December 31, 2022 increased \$21.8 million when compared to 2021 primarily due to increased selling, technology and engineering costs in 2022 and non-recurring gains in 2021, partially offset by the positive impact of changes in foreign exchange rates. SG&A expenses were lower as a percent of sales when compared to 2021 due to continued cost discipline across all areas of our business.

Income from operations for the year ended December 31, 2022 increased by \$92.0 million when compared to 2021. The increase was primarily due to incremental margin on higher sales volume, price realization and favorable mix which more than offset cost increases and the negative impact of changes in foreign exchange rates.

Materials Processing

	2022		2021		2020		% Change in Reported Amounts 2022 vs 2021
		% of Sales		% of Sales		% of Sales	
	(\$ amounts in millions)						
Net sales	\$ 1,941.6	—	\$ 1,691.8	—	\$ 1,256.8	—	14.8 %
Income from operations	297.8	15.3 %	240.9	14.2 %	143.4	11.4 %	23.6 %

Net sales for the year ended December 31, 2022 increased by \$249.8 million when compared to 2021 primarily due to robust end-market demand for aggregates in all major geographies, material handlers and environmental equipment in North America and Western Europe, and cranes in Asia-Pacific and North America, as well as price realization, necessary to mitigate rising costs, and new product offerings. Net sales were negatively impacted by changes in foreign exchange rates of approximately \$138 million.

Income from operations for the year ended December 31, 2022 increased \$56.9 million when compared to 2021 primarily due to incremental margin on higher sales volume, favorable mix and price realization, partially offset by material, labor, manufacturing inefficiency and freight cost increases due to global supply chain disruptions, significant inflationary pressures and the negative impact of changes in foreign exchange rates.

Aerial Work Platforms

	2022		2021		2020		% Change in Reported Amounts 2022 vs 2021
		% of Sales		% of Sales		% of Sales	
	(\$ amounts in millions)						
Net sales	\$ 2,483.6	—	\$ 2,178.8	—	\$ 1,782.9	—	14.0 %
Income from operations	196.2	7.9 %	152.1	7.0 %	0.5	— %	29.0 %

Net sales for the year ended December 31, 2022 increased \$304.8 million when compared to 2021 primarily due to price realization, necessary to mitigate rising costs, and higher demand that was driven by fleet replacement and end-market growth for aerial work platforms in all major geographies except China and utility products and telehandlers in North America. Net sales were negatively impacted by changes in foreign exchange rates of approximately \$106 million.

Income from operations for the year ended December 31, 2022 increased \$44.1 million when compared to 2021 primarily due to incremental margin on higher sales volume, price realization and favorable mix, partially offset by material, labor, manufacturing inefficiency and freight cost increases due to global supply chain disruptions, significant inflationary pressures and the negative impact of changes in foreign exchange rates.

Corporate and Other / Eliminations

	2022		2021		2020		% Change in Reported Amounts 2022 vs 2021
		% of Sales		% of Sales		% of Sales	
	(\$ amounts in millions)						
Net sales	\$ (7.5)	—	\$ 16.2	—	\$ 36.7	—	(146.3)%
Loss from operations	(74.0)	*	(65.0)	*	(75.5)	*	(13.8)%

* Not a meaningful percentage

Net sales include financing activities of TFS, governmental sales and elimination of intercompany sales activity among segments. The net sales decrease is primarily attributable to lower TFS revenue and higher intercompany sales eliminations.

Loss from operations for the year ended December 31, 2022 increased \$9.0 million when compared to 2021. The increase in operating loss is primarily due to a gain on the sale of the finance receivables and a finance receivable reserve release in 2021.

Other

	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>% Change in Reported Amounts 2022 vs 2021</u>
	<i>(\$ amounts in millions)</i>			
Interest (expense), net of interest income	\$ (46.3)	\$ (47.8)	\$ (62.3)	3.1 %
Loss on early extinguishment of debt	(0.3)	(29.4)	—	99.0 %
Other income (expense) – net	(6.8)	13.0	4.9	(152.3)%
(Provision for) benefit from income taxes	(66.4)	(46.3)	(2.0)	(43.4)%
Income (loss) from discontinued operations – net of tax	—	—	(0.4)	*
Gain (loss) on disposition of discontinued operations – net of tax	(0.2)	3.4	(19.2)	(105.9)%

* Not a meaningful percentage

Interest Expense, Net of Interest Income

Interest expense, net of interest income, was comparable at \$46.3 million and \$47.8 million for the year ended December 31, 2022 and 2021, respectively.

Loss on Early Extinguishment of Debt

During the year ended December 31, 2022, loss on early extinguishment of debt was \$0.3 million, or \$29.1 million lower when compared to the same period in 2021, due to refinancing of a significant portion of our capital structure and prepayment of term loans in 2021.

Other Income (Expense) – Net

Other income (expense) – net for the year ended December 31, 2022 was an expense of \$6.8 million, compared to income of \$13.0 million in the same period in 2021. The increase in expense was primarily due to a gain related to the early termination of a lease in 2021, mark-to-market losses recorded on an equity investment in 2022 compared to gains recorded in 2021 and foreign exchange transaction losses in 2022 compared to gains in 2021.

Income Taxes

During the year ended December 31, 2022, we recognized income tax expense of \$66.4 million on income of \$366.6 million, an effective tax rate of 18.1%, as compared to income tax expense of \$46.3 million on income of \$263.8 million, an effective tax rate of 17.6%, for the year ended December 31, 2021. The higher effective tax rate for the year ended December 31, 2022 when compared to the year ended December 31, 2021 is primarily due to unfavorable items including higher U.S. tax on foreign income and lower uncertain tax positions benefit, partially offset by the release of the valuation allowance for the German interest expense deferred tax asset in 2022.

Gain (Loss) on Disposition of Discontinued Operations – Net of Tax

During the years ended December 31, 2022 and 2021, we recognized a gain (loss) on disposition of discontinued operations - net of tax of \$(0.2) million and \$3.4 million, respectively. The loss in 2022 primarily related to the sale of our mobile cranes business in 2019. The gain in 2021 primarily related to the sales of our MHPS and mobile crane businesses in 2017 and 2019, respectively.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Changes in estimates and assumptions used by management could have significant impacts on our financial results. Actual results could differ from those estimates.

We believe the following are among our most significant accounting policies which are important in determining the reporting of transactions and events and which utilize estimates about the effect of matters that are inherently uncertain and therefore are based on management judgment. Please refer to Note A – “Basis of Presentation” in the accompanying Consolidated Financial Statements for a listing of our accounting policies.

Inventories – In valuing inventory, we are required to make assumptions regarding the level of reserves required to value potentially obsolete or over-valued items at the lower of cost or net realizable value (“NRV”). These assumptions require us to analyze the aging of and forecasted demand for our inventory, forecast future product sales prices, pricing trends and margins, and to make judgments and estimates regarding obsolete or excess inventory. Future product sales prices, pricing trends and margins are based on historical experience and actual orders received. Our judgments and estimates for excess or obsolete inventory are based on analysis of actual and forecasted usage. Valuation of used equipment taken in trade from customers requires us to use the best information available to determine the value of the equipment to potential customers. This value is subject to change based on numerous conditions. Inventory reserves are established taking into account age, frequency of use, or sale, and in the case of repair parts, installed base of machines. While calculations are made involving these factors, significant management judgment regarding expectations for future events is involved. Future events that could significantly influence our judgment and related estimates include general economic conditions in markets where our products are sold, new equipment price fluctuations, actions of our competitors, including introduction of new products and technological advances, as well as new products and design changes we introduce. We make adjustments to our inventory reserves based on identification of specific situations and increase our inventory reserves accordingly. As further changes in future economic or industry conditions occur, we may revise estimates that were used to calculate our inventory reserves.

If actual conditions are less favorable than those we have projected, we will increase our reserves for lower of cost or NRV, excess and obsolete inventory accordingly. Any increase in our reserves will adversely impact our results of operations. Establishment of a reserve for lower of cost or NRV, excess and obsolete inventory establishes a new cost basis in the inventory. Such reserves are not reduced until the product is sold.

Revenue Recognition – We recognize revenue when goods or services are transferred to customers in an amount that reflects the consideration which we expect to receive in exchange for those goods or services. In determining when and how revenue is recognized from contracts with customers, we perform the following five-step analysis: (i) identification of contract with customer; (ii) determination of performance obligations; (iii) measurement of the transaction price; (iv) allocation of the transaction price to the performance obligations and (v) recognition of revenue when (or as) the Company satisfies each performance obligation. The majority of our revenue is recognized at the time of shipment, at the net sales price (transaction price). Estimates of variable consideration, such as volume discounts and rebates, reduce transaction price when it is probable that a customer will attain these types of sales incentives. These estimates are primarily derived from contractual terms and historical experience.

Goodwill – We test goodwill at the reporting unit level for impairment on an annual basis and between annual tests if events and circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying value. Our annual impairment test date is the first day of our fiscal fourth quarter. We consider whether each component of an operating segment meets the criteria for a reporting unit in accordance with ASC 350-20. However, we aggregate two or more components of an operating segment into a single reporting unit if the components have similar economic characteristics.

In performing the goodwill impairment test, we may first perform a qualitative assessment or bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. A qualitative assessment requires that we consider events or circumstances including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, changes in management or key personnel, changes in strategy, changes in customers, changes in the composition or carrying amount of a reporting segment’s net assets and changes in our stock price. If, after assessing the totality of events or circumstances, we determine that it is more likely than not that the fair values of our reporting units are greater than the carrying amounts, then a quantitative impairment test does not need to be performed.

If the qualitative assessment indicates a quantitative analysis should be performed or a quantitative analysis is directly elected, we evaluate goodwill for impairment by comparing the fair value of each of our reporting units to its carrying value, including the associated goodwill. To determine the fair values, we use an income approach, along with other relevant market information, derived from a discounted cash flow model to estimate fair value of our reporting units. An impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, if any, would be recognized. The loss recognized would not exceed total amount of goodwill allocated to that reporting unit. The quantitative assessment indicated that each reporting unit had an estimated fair value which substantially exceeded its respective carrying amount at the annual impairment test date.

Long-Lived Assets – We assess the realizability of our long-lived assets, including definite-lived intangible assets, and evaluate such assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets (or group of assets) may not be recoverable. Impairment is determined to exist if estimated future undiscounted cash flows are less than carrying value. If an impairment is indicated, assets are written down to their fair value, which is typically determined by a discounted cash flow analysis. Future cash flow projections include assumptions regarding future sales levels and the level of working capital needed to support the assets. We use data developed by business segment management as well as macroeconomic data in making these calculations. There are no assurances that future cash flow assumptions will be achieved. The amount of any impairment then recognized would be calculated as the difference between estimated fair value and carrying value of the asset.

Accrued Warranties – We record accruals for potential warranty claims based on our claim experience. A liability for estimated warranty claims is accrued at the time of sale. The liability is established using historical warranty claims experience for each product sold. Historical claims experience may be adjusted for known design improvements or for the impact of unusual product quality issues. Assumptions are updated for known events that may affect the potential warranty liability. However, actual claims could be higher or lower than amounts estimated, as the amount and value of warranty claims are subject to variation as a result of many factors that cannot be predicted with certainty, including production quality issues, performance of new products, models and technology, changes in weather conditions for product operation, different uses for products and other similar factors.

Defined Benefit Plans – Pension benefits represent financial obligations that will be ultimately settled in the future with employees who meet eligibility requirements. We maintain defined benefit plans in France, Germany, India, Switzerland and the U.K. for some of our subsidiaries, as well as a nonqualified Supplemental Executive Retirement Plan in the U.S. (“U.S. SERP”). In Italy and Mexico, there are mandatory termination indemnity plans providing a benefit that is payable upon termination of employment in substantially all cases of termination. We have several non-pension post-retirement benefit programs, including health and life insurance benefits to certain former salaried and hourly employees.

Plan assets consist primarily of fixed income and equity securities. For non-U.S. funded plans, approximately 71% of the assets are in fixed income securities, 25% are in equity securities and 4% are in real estate securities. These allocations are reviewed periodically and updated to meet the long-term goals of the plans.

Determination of defined benefit pension and post-retirement plan obligations and their associated expenses requires use of actuarial valuations to estimate the benefits employees earn while working, as well as the present value of those benefits. We use the services of independent actuaries to assist with these calculations. Inherent in these valuations are economic assumptions, including expected returns on plan assets and discount rates at which liabilities may be settled. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions, higher or lower turnover rates, or longer or shorter life spans of participants. Actual results that differ from the actuarial assumptions used are recorded as unrecognized gains and losses. Unrecognized gains and losses that exceed 10% of the greater of the plan's projected benefit obligations or the market-related value of assets are amortized to earnings over the shorter of the estimated future service period of the plan participants or the period until any anticipated final plan settlements. The assumptions used in the actuarial models are evaluated periodically and are updated to reflect experience. We believe the assumptions used in the actuarial calculations are reasonable and are within accepted practices in each of the respective geographic locations in which we operate.

Expected long-term rates of return on pension plan assets were 4.00% for the U.K. plan and 2.50% for the Swiss plan at December 31, 2022. Our strategy with regard to the investments in the pension plans is to earn a rate of return sufficient to match or exceed the long-term growth of pension liabilities. The expected rate of return of plan assets represents an estimate of long-term returns on the investment portfolio. These rates are determined annually by management based on a weighted average of current and historical market trends, historical portfolio performance and the portfolio mix of investments. The expected long-term rate of return on plan assets at the December 31 measurement date is used to measure the earnings effects for the subsequent year. The difference between the expected return and the actual return on plan assets affects the calculated value of plan assets and, ultimately, future pension expense (income).

The discount rates were 5.43% for the U.S. SERP and 2.15% to 7.30% with a weighted average of 4.68% for non-U.S. plans at December 31, 2022. The discount rate enables us to estimate the present value of expected future cash flows on the measurement date. The rate used reflects a rate of return on high-quality fixed income investments that match the duration of expected benefit payments at the December 31 measurement date. The discount rates are used to measure the year-end benefit obligations and the earnings effects on the subsequent year. Typically, a higher discount rate decreases the present value of benefit obligations.

The U.S. SERP has no expected rate of compensation increase as all participants have retired or have a terminated vested benefit payable in the future. Our U.K. pension plan is frozen so there is no expected rate of compensation increase; however, other non-U.S. plans' expected rates of compensation increases were 1.50% to 8.00%. The weighted average of the rates for all non-U.S. plans is 0.26% at December 31, 2022. These estimated annual compensation increases are determined by management every year and are based on historical trends and market indices.

We have recorded the underfunded status of our defined benefit pension plans as a liability and the unrecognized prior service costs and actuarial gains (losses) as an adjustment to Stockholders' equity on the Consolidated Balance Sheet. The decrease in the net liability and increased funded status of \$2.4 million was due primarily to changes in assumptions from the previous year, primarily increases in discount rates, partially offset by losses on our plan assets resulting from global economic conditions.

Actual results in any given year will often differ from actuarial assumptions because of demographic, economic and other factors. Market value of plan assets can change significantly in a relatively short period of time. Additionally, the measurement of plan benefit obligations is sensitive to changes in interest rates. As a result, if the equity market declines and/or interest rates decrease, the plans' estimated benefit obligations could increase, causing an increase in liabilities and a reduction in Stockholders' Equity.

We expect any future obligations under our plans that are not currently funded to be funded by future cash flows from operations. If our contributions are insufficient to adequately fund the plans to cover our future obligations, or if the performance of assets in our plans does not meet expectations, or if our assumptions are modified, contributions could be higher than expected, which would reduce cash available for our business. Changes in U.S. or foreign laws governing these plans could require additional contributions.

Assumptions used in computing our net pension expense and projected benefit obligation have a significant effect on the amounts reported. A 25 basis point change in each assumption below would have the following effects upon net pension expense and projected benefit obligation, respectively, as of and for the year ended December 31, 2022 (in millions):

	Increase		Decrease	
	Discount Rate	Expected long-term rate of return	Discount Rate	Expected long-term rate of return
U. S. Plan:				
Net pension expense	\$ —	\$ —	\$ —	\$ —
Projected benefit obligation	\$ (1.2)	\$ —	\$ 1.3	\$ —
Non-U.S. Plans:				
Net pension expense (benefit)	\$ —	\$ (0.2)	\$ —	\$ 0.2
Projected benefit obligation	\$ (2.7)	\$ —	\$ 2.9	\$ —

Income Taxes – We estimate income taxes based on enacted tax laws in the various jurisdictions where we conduct business. We recognize deferred income tax assets and liabilities, which represent future tax benefits or obligations of our legal entities. These deferred income tax balances arise from temporary differences due to divergent treatment of certain items for accounting and income tax purposes.

We evaluate the net realizable value of our deferred tax assets each period to ensure that estimated future taxable income will be sufficient in character, amount and timing to result in the use of our deferred tax assets. “Character” refers to the type (ordinary income versus capital gain) as well as the source (foreign vs. domestic) of the income we generate. “Timing” refers to the period in which future income is expected to be generated. Timing is important because, in certain jurisdictions, net operating losses (“NOLs”) or other tax attributes expire if not used within an established statutory time frame. We record a valuation allowance for each deferred tax asset for which realization is not assessed as more likely than not.

We must consider all objective evidence, both positive and negative, in evaluating the future realization of our deferred tax assets, including tax loss carry forwards. Available evidence, including historical information is supplemented by currently obtainable information about future tax years. Realization of deferred tax assets requires sufficient taxable income of the appropriate character. Based on these evaluations, we have determined that it is more likely than not that expected future earnings will be sufficient to use most of our deferred tax assets. To the extent estimates of future taxable income decrease or do not materialize, additional valuation allowances may be required.

We do not provide for income taxes or tax benefits on differences between financial reporting basis and tax basis of our non-U.S. subsidiaries where such differences are reinvested and, in our opinion, will continue to be indefinitely reinvested. If earnings of foreign subsidiaries are not considered indefinitely reinvested, deferred U.S. income taxes, foreign income taxes, and foreign withholding taxes may have to be provided. We do not record deferred income taxes on the temporary difference between the book and tax basis in domestic subsidiaries where permissible. At this time, determination of the unrecognized deferred tax liabilities for temporary differences related to our investment in non-U.S. subsidiaries is not practicable.

Judgments and estimates are required to determine tax expense and deferred tax valuation allowances and in assessing uncertain tax positions. Tax returns are subject to audit and local taxing authorities could challenge tax-filing positions we take. Our practice is to file income tax returns that conform to requirements of each jurisdiction and to record provisions for tax liabilities, including interest and penalties, in accordance with Accounting Standards Codification 740, “Income Taxes.” Given the continued changes and complexity in worldwide tax laws, coupled with our geographic scope and size there may be greater exposure to uncertain tax positions. Given the subjective nature of applicable tax laws, results of an audit of some of our tax returns could have a significant impact on our consolidated financial statements.

RECENT ACCOUNTING STANDARDS

Please refer to Note A – “Basis of Presentation” in the accompanying Consolidated Financial Statements for a summary of recently issued accounting standards.

LIQUIDITY AND CAPITAL RESOURCES

We are focused on generating cash and maintaining liquidity (cash and availability under our revolving line of credit) for the efficient operation of our business. At December 31, 2022, we had cash and cash equivalents of \$304 million and undrawn availability under our revolving line of credit of \$423 million, giving us total liquidity of approximately \$727 million. During the year ended December 31, 2022, our liquidity decreased by approximately \$140 million from December 31, 2021 primarily due to term loan prepayment, capital expenditures, investments, share repurchases, dividends and acquisitions, partially offset by cash generated from operations which includes the adverse impact of higher inventory due to supply chain disruptions.

Our main sources of funding are cash generated from operations, including cash generated from the sale of receivables, loans from our bank credit facilities and funds raised in capital markets. We have no significant debt maturities until 2026 and we have increased our focus on free cash flow generation. Our actions to maintain liquidity include disciplined management of costs and working capital. We believe these measures will provide us with adequate liquidity to comply with our financial covenants under our bank credit facility, continue to support internal operating initiatives and meet our operating and debt service requirements for at least the next 12 months from the date of issuance of this annual report. See Part I, Item 1A. – “Risk Factors” for a detailed description of the risks resulting from our debt and our ability to generate sufficient cash flow to operate our business.

Our ability to generate cash from operations is subject to numerous factors, including the following:

- The duration and depth of the global economic challenges resulting from supply chain constraints, inflationary pressures, foreign exchange rate volatility, geopolitical uncertainty, rising interest rates and remaining COVID-19 impacts.
- As our sales change, the amount of working capital needed to support our business may change.
- Many of our customers fund their purchases through third-party finance companies that extend credit based on the credit-worthiness of customers and expected residual value of our equipment. Changes either in customers’ credit profile or used equipment values may affect the ability of customers to purchase equipment. There can be no assurance that third-party finance companies will continue to extend credit to our customers as they have in the past.
- Our suppliers extend payment terms to us primarily based on our overall credit rating. Deterioration in our credit rating may influence suppliers’ willingness to extend terms and in turn accelerate cash requirements of our business.
- Sales of our products are subject to general economic conditions, weather, competition, translation effect of foreign currency exchange rate changes, and other factors that in many cases are outside our direct control. For example, during periods of economic uncertainty, our customers have delayed purchasing decisions, which reduces cash generated from operations.
- Availability and utilization of other sources of liquidity such as trade receivables sales programs.

Typically, we have invested our cash in a combination of highly rated, liquid money market funds and in short-term bank deposits with large, highly rated banks. Our investment objective is to preserve capital and liquidity while earning a market rate of interest.

We seek to use cash held by our foreign subsidiaries to support our operations and continued growth plans through funding of capital expenditures, operating expenses or other similar cash needs of worldwide operations. Most of this cash could be used in the U.S., if necessary, without additional tax expense. Incremental cash repatriated to the U.S. would not be expected to result in material foreign, Federal or state tax cost. We will continue to seek opportunities to tax-efficiently mobilize and redeploy funds.

We had free cash flow of \$151.8 million for the year ended December 31, 2022.

The following table reconciles net cash provided by (used in) operating activities to free cash flow (in millions):

	Year Ended 12/31/2022
Net cash provided by (used in) operating activities	\$ 261.2
Capital expenditures, net of proceeds from sale of capital assets	(109.4)
Free cash flow	<u>\$ 151.8</u>

Pursuant to terms of our trade accounts receivable factoring arrangements, during the year ended December 31, 2022, we sold, without material recourse, approximately \$665 million of trade accounts receivable to enhance liquidity.

Working capital as a percent of trailing three month annualized net sales was 18.0% at December 31, 2022.

The following tables show the calculation of our working capital and trailing three months annualized sales as of December 31, 2022 (in millions):

	Three months ended 12/31/2022
Net Sales	\$ 1,217.6
	x 4
Trailing Three Month Annualized Net Sales	<u>\$ 4,870.4</u>
	As of 12/31/22
Inventories	\$ 988.4
Trade Receivables	547.5
Trade Accounts Payable	(624.6)
Customer Advances	(36.2)
Working Capital	<u>\$ 875.1</u>

Revolver Borrowings were \$177 million at December 31, 2022. At December 31, 2022, the weighted average interest rate was 6.10% on the Revolver. During the year ended December 31, 2022, we prepaid \$78 million to retire our Term Loans prior to their maturity date to reduce our outstanding debt and lower our leverage. For information regarding debt, see Note J – “Long-Term Obligations” in Notes to Consolidated Financial Statements.

We remain focused on expanding customer financing solutions in key markets like the U.S., Europe and China. We also anticipate our continued use of TFS to drive incremental sales by increasing customer financing facilitated through TFS in certain instances.

On April 22, 2022, we acquired a manufacturer of heavy fabrications based in Northern Ireland to facilitate manufacturing of certain MP products for cash consideration of approximately \$6 million. On July 29, 2022, we acquired a manufacturer of volumetric mixers based in Canada to expand our concrete product offering for consideration of approximately \$40 million. See Note D - “Acquisitions and Dispositions” in our Consolidated Financial Statements for additional information regarding these transactions.

In July 2018, our Board of Directors authorized the repurchase up to \$300 million of our outstanding shares of common stock. During the year ended December 31, 2022, we repurchased 2,862,650 shares for \$96.6 million under this authorization leaving approximately \$43 million available for repurchase under this program. In December 2022, our Board of Directors authorized the additional repurchase up to \$150 million of our outstanding shares of common stock.

Our Board of Directors declared a dividend of \$0.13 per share in each quarter of 2022, which were paid to our shareholders. In February 2023, our Board of Directors declared a dividend of \$0.15 per share, which will be paid on March 20, 2023 to our shareholders of record as of March 9, 2023.

Our ability to access capital markets to raise funds, through sale of equity or debt securities, is subject to various factors, some specific to us and others related to general economic and/or financial market conditions. These include results of operations, projected operating results for future periods and debt to equity leverage. Our ability to access capital markets is also subject to our timely filing of periodic reports with the SEC. In addition, terms of our bank credit facilities, senior notes and senior subordinated notes contain restrictions on our ability to make further borrowings and to sell substantial portions of our assets.

The Company's material cash requirements include the following contractual and other obligations:

Debt

As of December 31, 2022, the Company had outstanding debt of \$771.3 million, with \$0.1 million payable within 12 months. Future interest payments associated with the outstanding debt are approximately \$203 million with \$41.8 million payable within 12 months. For detailed debt information see Note J – “Long Term Obligations” in Notes to Consolidated Financial Statements.

Leases

The Company has leases for real property, vehicles and office and industrial equipment. As of December 31, 2022, the Company had contractual fixed costs primarily related to lease commitments of approximately \$107 million, with \$33.3 million payable within 12 months. For detailed lease information see Note K – “Leases” in Notes to Consolidated Financial Statements.

Purchase Obligations

The Company had purchase obligations of \$696.1 million, with substantially all purchase obligations payable within 12 months. Purchase obligations include non-cancellable and cancellable commitments. In many cases, cancellable commitments contain penalty provisions for cancellation.

We reported a liability of \$2.5 million related to unrecognized tax benefits as of December 31, 2022 and do not expect this liability to change materially in 2023. As such, any related payments in 2023 should not be significant.

Additionally, at December 31, 2022, we had outstanding letters of credit that totaled \$118.4 million and maximum exposure of \$121.4 million for credit guarantees outstanding related to recourse provided to third-party financial institutions when customers finance the purchase of equipment.

We maintain defined benefit pension plans for some of our U.S. and non-U.S. operations. It is our policy to fund the retirement plans at the minimum level required by applicable regulations. In 2022, we made cash contributions and payments to the retirement plans of \$8.9 million, and we estimate that our retirement plan contributions will be approximately \$9 million in 2023. Changes in market conditions, changes in our funding levels or actions by governmental agencies may result in accelerated funding requirements in future periods.

In 2023, we expect approximately \$135 million in capital expenditures, with our largest expenditure related to our manufacturing facility in Mexico.

Cash Flows

Cash provided by operations was \$261.2 million and \$293.4 million for the years ended December 31, 2022 and 2021, respectively. The change in operating cash was primarily driven by proceeds from the sale of finance receivables received in 2021, partially offset by increased operating profitability in 2022.

Cash used in investing activities was \$154.1 million and \$102.2 million for the years ended December 31, 2022 and 2021, respectively. The increase in cash used in investing activities relates primarily to higher capital expenditures and investment activity.

Cash used in financing activities was \$54.9 million and \$580.1 million for the year ended December 31, 2022 and 2021, respectively. The decrease in cash used in financing activities was primarily due to debt prepayments in 2021 compared to borrowings in 2022, partially offset by share repurchases in 2022.

OFF-BALANCE SHEET ARRANGEMENTS

Guarantees

We may assist customers in their rental, leasing and acquisition of our products by facilitating financing transactions directly between (i) end-user customers, distributors and rental companies and (ii) third-party financial institutions, providing recourse in certain circumstances. The expectation of losses or non-performance is evaluated based on consideration of historical customer assessments, current financial conditions, reasonable and supportable forecasts, equipment collateral value and other factors. Many of these factors, including the assessment of a customer's ability to pay, are influenced by economic and market factors that cannot be predicted with certainty. Our maximum liability is generally limited to our customer's remaining payments due to the third-party financial institutions at the time of default. In the event of a customer default, we are generally able to recover and dispose of the equipment at a minimum loss, if any, to us. Reserves are recorded for expected loss over the contractual period of risk exposure.

There can be no assurance that our historical experience in used equipment markets will be indicative of future results. Our ability to recover losses experienced from our guarantees may be affected by economic conditions in used equipment markets at the time of loss.

See Note N – "Litigation and Contingencies" in the Notes to Consolidated Financial Statements for further information regarding our guarantees.

CONTINGENCIES AND UNCERTAINTIES

Foreign Exchange and Interest Rate Risk

Our products are sold in over 100 countries around the world and, accordingly, our revenues are generated in foreign currencies, while costs associated with those revenues are only partly incurred in the same currencies. Primary currencies to which we are exposed are the Euro, British Pound, Chinese Yuan, Indian Rupee, Australian Dollar and Mexican Peso. We purchase hedging instruments to manage variability of future cash flows associated with recognized assets or liabilities due to changing currency exchange rates. See Risk Factors in Part I, Item 1A. for further information on our foreign exchange risk.

We manage our exposure to interest rate risk by establishing a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintain a ratio of floating and fixed rates on this mix of indebtedness using interest rate derivatives when necessary.

See Note I – "Derivative Financial Instruments" in the Notes to Consolidated Financial Statements for further information regarding our derivatives and Item 7A. – "Quantitative and Qualitative Disclosures About Market Risk" for a discussion of the impact changes in foreign currency exchange rates and interest rates may have on our financial performance.

Other

We are subject to a number of contingencies and uncertainties including, without limitation, product liability claims, workers' compensation liability, intellectual property litigation, self-insurance obligations, tax examinations, guarantees, class action lawsuits and other matters. See Note N – "Litigation and Contingencies" in the Notes to Consolidated Financial Statements for more information regarding contingencies and uncertainties, including our proceedings involving a claim in Brazil regarding payment of ICMS tax, penalties and related interest. We are insured for product liability, general liability, workers' compensation, employer's liability, property damage, intellectual property and other insurable risks required by law or contract with retained liability to us or deductibles. Many of the exposures are unasserted or proceedings are at a preliminary stage, and it is not presently possible to estimate the amount or timing of any liability. However, we do not believe these contingencies and uncertainties will, individually or in aggregate, have a material adverse effect on our operations. For contingencies and uncertainties other than income taxes, when it is probable a loss will be incurred and possible to make reasonable estimates of our liability with respect to such matters, a provision is recorded for the amount of such estimate or for the minimum amount of a range of estimates when it is not possible to estimate the amount within the range that is most likely to occur.

We generate hazardous and non-hazardous wastes in the normal course of our manufacturing operations. As a result, we are subject to a wide range of environmental laws and regulations. All of our employees are required to obey all applicable health, safety and environmental laws and regulations and must observe the proper safety rules and environmental practices in work situations. These laws and regulations govern actions that may have adverse environmental effects, such as discharges to air and water, and require compliance with certain practices when handling and disposing of hazardous and non-hazardous wastes. These laws and regulations would also impose liability for the costs of, and damages resulting from, cleaning up sites, past spills, disposals and other releases of hazardous substances, should any such events occur. We are committed to complying with these standards and monitoring our workplaces to determine if equipment, machinery and facilities meet specified safety standards. Each of our manufacturing facilities is subject to an environmental audit at least once every five years to monitor compliance. Also, no incidents have occurred which required us to pay material amounts to comply with such laws and regulations. We are dedicated to ensuring that safety and health hazards are adequately addressed through appropriate work practices, training and procedures. We are committed to reducing injuries and working towards a world-class level of safety practices in our industry. See Part I, Item 1. – “Business – Safety and Environmental Considerations” for additional discussion of safety and environmental items.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks that exist as part of our ongoing business operations and we use derivative financial instruments, where appropriate, to manage these risks. As a matter of policy, we do not engage in trading or speculative transactions. For further information on accounting related to derivative financial instruments, refer to Note I – “Derivative Financial Instruments” in our Consolidated Financial Statements.

Foreign Exchange Risk

Our products are sold in over 100 countries around the world. The reporting currency for our consolidated financial statements is the U.S. dollar. Certain of our assets, liabilities, expenses, revenues and earnings are denominated in other countries’ currencies, including the Euro, British Pound, Chinese Yuan, Indian Rupee, Australian Dollar and Mexican Peso. Those assets, liabilities, expenses, revenues and earnings are translated into U.S. dollars at the applicable foreign exchange rates to prepare our consolidated financial statements. Therefore, increases or decreases in foreign exchange rates between the U.S. dollar and those other currencies affect the value of those items as reflected in our consolidated financial statements, even if their value remains unchanged in their original currency. Due to continued volatility of foreign exchange rates to the U.S. dollar, fluctuations in foreign exchange rates may have an impact on the accuracy of our financial guidance. Such fluctuations in foreign exchange rates relative to the U.S. dollar may cause our actual results to differ materially from those anticipated in our guidance and have a material adverse effect on our business or results of operations. We assess foreign currency risk based on transactional cash flows, identify naturally offsetting positions and purchase hedging instruments to partially offset anticipated exposures.

At December 31, 2022, we performed a sensitivity analysis on the impact that aggregate changes in the translation effect of foreign exchange rate changes would have on our operating income. Based on this sensitivity analysis, we have determined that a change in the value of the U.S. dollar relative to other currencies by 10% to amounts already incorporated in the financial statements for the year ended December 31, 2022 would have had approximately a \$40 million impact on the translation effect of foreign exchange rate changes already included in our reported operating income for the period.

Interest Rate Risk

We are exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing issuances of variable rate debt. Primary exposure includes movements in benchmark rates. We manage our exposure to interest rate risk by establishing a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintain a ratio of floating and fixed rates on this mix of indebtedness using interest rate derivatives when necessary. At December 31, 2022, approximately 23% of our debt was floating rate debt and the weighted average interest rate of our total debt was 4.81%.

At December 31, 2022, we performed a sensitivity analysis for our financial instruments that have interest rate risk. We calculated the pretax earnings effect on our interest sensitive instruments. Based on this sensitivity analysis, we have determined that an increase of 10% in our average floating interest rates at December 31, 2022 would not have materially increased interest expense during the year ended December 31, 2022.

Commodities Risk

In the absence of labor strikes or other unusual circumstances, substantially all materials and components are normally available from multiple suppliers. However, certain of our businesses receive materials and components from a single source supplier, although alternative suppliers of such materials may be generally available. Delays in our suppliers' abilities, especially any sole suppliers for a particular business, to provide us with necessary materials and components may delay production at a number of our manufacturing locations, or may require us to seek alternative supply sources. Delays in obtaining supplies may result from a number of factors affecting our suppliers, including capacity constraints, regulatory changes, freight and container availability, labor disputes, suppliers' impaired financial condition, suppliers' allocations to other purchasers, weather emergencies, pandemics or acts of war or terrorism. Any delay in receiving supplies could impair our ability to deliver products to our customers and, accordingly, could have a material adverse effect on our business, results of operations and financial condition. Current and potential suppliers are evaluated regularly on their ability to meet our requirements and standards. We actively manage our material supply sourcing, and employ various methods to limit risk associated with commodity cost fluctuations and availability. Our manufacturing operations continue to be adversely affected by material shortages and production delays as the continuity of supply was impacted by capacity constraints, global logistics disruptions, raw material shortages and remaining COVID-19 impacts. We have designed and implemented plans to mitigate the impact of these risks by using alternate suppliers, expanding our supply base globally, leveraging our overall purchasing volumes to obtain favorable pricing and quantities, developing a closer working relationship with key suppliers and purchasing hedging instruments to partially offset anticipated exposures. However, we anticipate that we will continue to be adversely affected by material shortages and production delays into 2023.

Principal materials and components used in our various manufacturing processes include steel, castings, engines, tires, hydraulics, cylinders, drive trains, electric controls and motors, semiconductors, and a variety of other commodities and fabricated or manufactured items. Broad based inflation, partially offset by declines in the cost of certain raw materials, have led to an overall rise in input costs which has adversely affected our financial performance. Additionally, tariffs on certain Chinese origin goods continue to put pressure on input costs, which we have been able to partially mitigate through the U.S. Government's exclusion process, which has been extended through September 30, 2023, and duty draw back mechanism. If we are unable to recover a substantial portion of increased costs from our customers and suppliers or through duty draw-back, our business or results of operations could be adversely affected. We will continue to monitor international trade policy and will make adjustments to our supply base where possible to mitigate the impact on our costs. For more information on commodities risk, see Part I, Item 1A. – Risk Factors.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The report of our independent registered public accounting firms and our consolidated financial statements and financial statement schedule are filed pursuant to this Item 8 and are included later in this report. See Index to Consolidated Financial Statements and Financial Statement Schedule on page F-1.

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

We maintain disclosure controls and procedures that are designed to ensure information required to be disclosed in reports we file under the Exchange Act is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms, and such information is accumulated and communicated to our management, including our CEO and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required financial disclosure. In connection with the preparation of this Annual Report on Form 10-K, our management carried out an evaluation, under supervision and with participation of our management, including the CEO and CFO, as of December 31, 2022, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2022.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our 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 reporting purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our 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.

Management has conducted an assessment, including testing, of the effectiveness of our internal control over financial reporting as of December 31, 2022. In making its assessment of internal control over financial reporting, management used the criteria in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, the Company's management has concluded that, as of December 31, 2022, the Company's internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears in this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Effectiveness of any system of controls and procedures is subject to certain limitations, and, as a result, there can be no assurance our controls and procedures will detect all errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that objectives of the control system will be attained.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 is incorporated by reference from the definitive Terex Corporation Proxy Statement to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference from the definitive Terex Corporation Proxy Statement to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table summarizes information about the Company's equity compensation plans as of December 31, 2022:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by stockholders	— ⁽¹⁾	\$—	2,780,512
Equity compensation plans not approved by stockholders	—	—	—
Total	—		2,780,512

⁽¹⁾ This does not include 1,849,796 shares of restricted stock awards and 748,015 shares held in a rabbi trust for a deferred compensation plan.

The other information required by Item 12 is incorporated by reference from the definitive Terex Corporation Proxy Statement to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 is incorporated by reference from the definitive Terex Corporation Proxy Statement to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our independent registered public accounting firm is KPMG LLP, New York, NY, Auditor ID: 185. Our predecessor independent registered public accounting firm was PricewaterhouseCoopers LLP, Stamford, CT, Auditor ID: 238.

The information required by Item 14 is incorporated by reference from the definitive Terex Corporation Proxy Statement to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K.

PART IV

ITEM 15. EXHIBIT AND FINANCIAL STATEMENT SCHEDULES

(a) (1) and (2) Financial Statements and Financial Statement Schedules.

See “Index to Consolidated Financial Statements and Financial Statement Schedule” on Page F-1.

(3) Exhibits

The exhibits set forth below are filed as part of this Annual Report on Form 10-K.

Exhibit No.	Exhibit
3.1	Restated Certificate of Incorporation of Terex Corporation (incorporated by reference to Exhibit 3.1 of the Form S-1 Registration Statement of Terex Corporation, Registration No. 33-52297).
3.2	Certificate of Elimination with respect to the Series B Preferred Stock (incorporated by reference to Exhibit 4.3 of the Form 10-K for the year ended December 31, 1997 of Terex Corporation, Commission File No. 1-10702).
3.3	Certificate of Amendment to Certificate of Incorporation of Terex Corporation dated September 5, 1998 (incorporated by reference to Exhibit 3.3 of the Form 10-K for the year ended December 31, 1998 of Terex Corporation, Commission File No. 1-10702).
3.4	Certificate of Amendment of the Certificate of Incorporation of Terex Corporation dated July 17, 2007 (incorporated by reference to Exhibit 3.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated July 17, 2007 and filed with the Commission on July 17, 2007).
3.5	Amended and Restated Bylaws of Terex Corporation (incorporated by reference to Exhibit 3.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 15, 2015 and filed with the Commission on October 19, 2015).
4.1	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to senior debt securities (incorporated by reference to Exhibit 4.1 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.2	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to subordinated debt securities (incorporated by reference to Exhibit 4.2 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.3	Indenture, dated April 1, 2021, among Terex Corporation, the guarantors named therein and HSBC Bank USA, National Association, as Trustee, relating to 5% Senior Notes due 2029 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated April 1, 2021 and filed with the Commission on April 6, 2021).
4.4	Description of Capital Stock. *
10.1	Terex Corporation Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated May 11, 2017 and filed with the Commission on May 15, 2017). ***
10.2	Terex Corporation Amended and Restated Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.10 of the Form 10-K for the year ended December 31, 2008 of Terex Corporation, Commission File No. 1-10702). ***
10.3	Terex Corporation Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10.11 of the Form 10-Q for the quarter ended June 30, 2004 of Terex Corporation, Commission File No. 1-10702). ***
10.4	Amendment to the Terex Corporation Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 14, 2008 and filed with the Commission on October 17, 2008). ***

- 10.5 Terex Corporation Deferred Compensation Plan dated as of March 3, 2022 (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated May 19, 2022 and filed with the Commission May 23, 2022). ***
- 10.6 Employment Letter from Terex Corporation signed by John Garrison on October 15, 2015 (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 15, 2015 and filed with the Commission on October 19, 2015). ***
- 10.7 Employment Letter from Terex Corporation signed by Julie A. Beck on February 9, 2022 (incorporated by reference to Exhibit 10.16 of the Form 10-K for the year ended December 31, 2021). ***
- 10.8 Form of Restricted Stock Agreement (time based granted 2019) under the Terex Corporation 2018 Omnibus Incentive Plan between Terex Corporation and participants of the 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 of the Form 10-Q for the quarter ended March 31, 2019 of Terex Corporation, Commission File No. 1-10702). ***
- 10.9 Form of Restricted Stock Agreement (performance based granted 2019) under the Terex Corporation 2018 Omnibus Incentive Plan between Terex Corporation and participants of the 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 of the Form 10-Q for the quarter ended March 31, 2019 of Terex Corporation, Commission File No. 1-10702). ***
- 10.10 Terex Corporation Amended and Restated 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated May 6, 2021 and filed with the Commission May 11, 2021). ***
- 10.11 Form of Change in Control and Severance Agreement between Terex Corporation and certain executive officers (incorporated by reference to Exhibit 10.4 of the Form 10-Q for the quarter ended March 31, 2019 of Terex Corporation, Commission File No. 1-10702). ***
- 10.12 Form of Change in Control and Severance Agreement between Terex Corporation and certain executive officers (incorporated by reference to Exhibit 10.5 of the Form 10-Q for the quarter ended March 31, 2019 of Terex Corporation, Commission File No. 1-10702). ***
- 10.13 Amendment and Restatement Agreement dated as of April 1, 2021, relating to the Credit Agreement dated as of January 31, 2017, among Terex Corporation and certain of its subsidiaries, the Lenders and Issuing Banks named therein and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated April 1, 2021 and filed with the Commission April 6, 2021).
- 10.14 Amended and Restated Credit Agreement dated as of April 1, 2021, among Terex Corporation and certain of its subsidiaries, the Lenders and Issuing Banks named therein and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated April 1, 2021 and filed with the Commission April 6, 2021).
- 10.15 Guarantee and Collateral Agreement dated as of January 31, 2017, among Terex Corporation, certain of its subsidiaries, and Credit Suisse AG, Cayman Islands Branch, as Collateral Agent (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated January 31, 2017 and filed with the Commission February 2, 2017).
- 10.16 Amendment dated as of December 29, 2022, relating to the Guarantee and Collateral Agreement dated as of January 31, 2017, among Terex Corporation, certain of its subsidiaries, the Lenders and Issuing Banks named therein and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated December 29, 2022 and filed with the Commission December 30, 2022).
- 21.1 Subsidiaries of Terex Corporation. *
- 23.1 Consent of Independent Registered Public Accounting Firm KPMG LLP, New York, NY. *
- 23.2 Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP, Stamford, Connecticut.*
- 24.1 Power of Attorney. *

- 31.1 Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a). *
- 31.2 Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a). *
- 32 Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes – Oxley Act of 2002. **
- 101.INS XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH XBRL Taxonomy Extension Schema Document. *
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document. *
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document. *
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document. *
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document. *
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
- * Exhibit filed with this document.
- ** Exhibit furnished with this document.
- *** Denotes a management contract or compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

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.

TEREX CORPORATION

By: /s/ John L. Garrison, Jr.

February 10, 2023

John L. Garrison, Jr.
Chairman and Chief Executive
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ John L. Garrison, Jr.</u> John L. Garrison, Jr.	Chairman and Chief Executive Officer (Principal Executive Officer)	February 10, 2023
<u>/s/ Julie A. Beck</u> Julie A. Beck	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 10, 2023
<u>/s/ Stephen A. Johnston</u> Stephen A. Johnston	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	February 10, 2023
<u>*s/ Paula H. J. Cholmondeley</u> Paula H. J. Cholmondeley	Director	
<u>*s/ Don DeFosset</u> Don DeFosset	Director	
<u>*s/ Thomas J. Hansen</u> Thomas J. Hansen	Director	
<u>*s/ Sandie O'Connor</u> Sandie O'Connor	Director	
<u>*s/ Christopher Rossi</u> Christopher Rossi	Director	
<u>*s/ Andra M. Rush</u> Andra M. Rush	Director	
<u>*s/ David A. Sachs</u> David A. Sachs	Lead Director	
*By <u>/s/ Julie A. Beck</u> Julie A. Beck, as Attorney-in-Fact		February 10, 2023

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TEREX CORPORATION AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

TEREX CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022 AND 2021
AND FOR EACH OF THE THREE YEARS
IN THE PERIOD ENDED DECEMBER 31, 2022

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All other schedules for which provision is made in the applicable regulations of the Securities and Exchange Commission (“SEC”) are not required under the related instructions, or are not applicable, and therefore have been omitted.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and
Board of Directors of Terex Corporation:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Terex Corporation and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of income (loss), comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes and financial statement Schedule II – Valuation and Qualifying Accounts and Reserves (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, 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 Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provide a reasonable basis for our opinions.

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.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a 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.

Recoverability of certain deferred tax assets

As described in Note C – “Income Taxes” to the consolidated financial statements, the Company reported net deferred tax assets of \$127.9 million as of December 31, 2022. The Company assesses the net realizable value of its deferred tax assets based on available evidence, including historical information that is supplemented by currently available information about future tax years.

We identified the evaluation of the recoverability of certain deferred tax assets as a critical audit matter. A high degree of auditor judgment, including the involvement of tax professionals with specialized skills and knowledge, was required to evaluate the application of relevant tax law and the estimated future taxable income used in assessing the recoverability of certain deferred tax assets.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the recoverability of deferred tax assets. This included controls related to management’s analysis of relevant tax law and the estimated future taxable income used in assessing recoverability. We evaluated the Company’s estimated future taxable income in certain jurisdictions, primarily by comparing estimated amounts to historical actual amounts, by considering historical trends in taxable income, and by evaluating available information about future tax years, including relevant economic trends and information. We involved tax professionals with specialized skills and knowledge, who assisted in evaluating the recoverability of certain deferred tax assets by assessing the application of relevant tax law and the extent to which the deferred tax assets are subject to limitation on usage or expiry.

We have served as the Company’s auditor since 2021.

/s/KPMG LLP
New York, New York
February 10, 2023

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
and Stockholders of Terex Corporation

Opinion on the Financial Statements

We have audited the consolidated statements of income (loss), of comprehensive income (loss), of changes in stockholders' equity and of cash flows of Terex Corporation and its subsidiaries (the "Company") for the year ended December 31, 2020, including the related notes and financial statement schedule listed in the accompanying index for the year ended December 31, 2020 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 of these consolidated financial statements 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 consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/PricewaterhouseCoopers LLP
Stamford, Connecticut
February 12, 2021

We served as the Company's auditor from 1992 to 2020.

TEREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME (LOSS)
(in millions, except per share data)

	Year Ended December 31,		
	2022	2021	2020
Net sales	\$ 4,417.7	\$ 3,886.8	\$ 3,076.4
Cost of goods sold	(3,546.5)	(3,129.4)	(2,537.1)
Gross profit	871.2	757.4	539.3
Selling, general and administrative expenses	(451.2)	(429.4)	(470.9)
Income (loss) from operations	420.0	328.0	68.4
Other income (expense)			
Interest income	2.8	3.7	3.6
Interest expense	(49.1)	(51.5)	(65.9)
Loss on early extinguishment of debt	(0.3)	(29.4)	—
Other income (expense) – net	(6.8)	13.0	4.9
Income (loss) from continuing operations before income taxes	366.6	263.8	11.0
(Provision for) benefit from income taxes	(66.4)	(46.3)	(2.0)
Income (loss) from continuing operations	300.2	217.5	9.0
Income (loss) from discontinued operations – net of tax	—	—	(0.4)
Gain (loss) on disposition of discontinued operations – net of tax	(0.2)	3.4	(19.2)
Net income (loss)	<u>\$ 300.0</u>	<u>\$ 220.9</u>	<u>\$ (10.6)</u>
Basic earnings (loss) per share:			
Income (loss) from continuing operations	\$ 4.38	\$ 3.12	\$ 0.13
Income (loss) from discontinued operations – net of tax	—	—	(0.01)
Gain (loss) on disposition of discontinued operations – net of tax	—	0.05	(0.27)
Net income (loss)	<u>\$ 4.38</u>	<u>\$ 3.17</u>	<u>\$ (0.15)</u>
Diluted earnings (loss) per share:			
Income (loss) from continuing operations	\$ 4.32	\$ 3.07	\$ 0.13
Income (loss) from discontinued operations – net of tax	—	—	(0.01)
Gain (loss) on disposition of discontinued operations – net of tax	—	0.05	(0.27)
Net income (loss)	<u>\$ 4.32</u>	<u>\$ 3.12</u>	<u>\$ (0.15)</u>
Weighted average number of shares outstanding in per share calculation			
Basic	<u>68.5</u>	<u>69.7</u>	<u>69.6</u>
Diluted	<u>69.4</u>	<u>70.9</u>	<u>70.1</u>

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

TEREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)
(in millions)

	<u>Year Ended December 31,</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net income (loss)	\$ 300.0	\$ 220.9	\$ (10.6)
Other comprehensive income (loss), net of tax:			
Cumulative translation adjustment, net of (provision for) benefit from taxes of \$(2.3), \$5.4 and \$(3.0) for the years ended December 31, 2022, 2021 and 2020, respectively	(97.5)	(42.8)	63.0
Derivative hedging adjustment, net of (provision for) benefit from taxes of \$2.9, \$(2.7) and \$1.6 for the years ended December 31, 2022, 2021 and 2020, respectively	(10.4)	10.0	(5.2)
Debt and equity securities adjustment, net of (provision for) benefit from taxes of \$1.0, \$0.0 and \$0.0 for the years ended December 31, 2022, 2021 and 2020, respectively	(3.5)	(1.2)	(1.4)
Pension liability adjustment:			
Net gain (loss), net of (provision for) benefit from taxes of \$(0.1), \$(1.6) and \$1.7 for the years ended December 31, 2022, 2021 and 2020, respectively	(6.7)	10.6	(6.3)
Amortization of actuarial (gain) loss, net of provision for (benefit from) taxes of \$(0.2), \$(0.3) and \$(0.4) for the years ended December 31, 2022, 2021 and 2020, respectively	1.2	2.0	1.3
Foreign exchange and other effects, net of (provision for) benefit from taxes of \$(0.1), \$0.1 and \$(0.6) for the years ended December 31, 2022, 2021 and 2020, respectively	3.8	1.3	(2.3)
Total pension liability adjustment	(1.7)	13.9	(7.3)
Other comprehensive income (loss)	(113.1)	(20.1)	49.1
Comprehensive income (loss)	<u>\$ 186.9</u>	<u>\$ 200.8</u>	<u>\$ 38.5</u>

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

TEREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(in millions, except par value)

	December 31,	
	2022	2021
Assets		
Current assets		
Cash and cash equivalents	\$ 304.1	\$ 266.9
Trade receivables (net of allowance of \$9.4 and \$9.7 at December 31, 2022 and 2021, respectively)	547.5	507.7
Inventories	988.4	813.5
Prepaid and other current assets	122.0	179.7
Total current assets	1,962.0	1,767.8
Non-current assets		
Property, plant and equipment – net	465.6	429.6
Goodwill	284.4	280.1
Intangible assets – net	17.4	13.4
Other assets	388.7	372.6
Total assets	\$ 3,118.1	\$ 2,863.5
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of long-term debt	\$ 1.9	\$ 5.6
Trade accounts payable	624.6	537.7
Accrued compensation and benefits	103.0	108.5
Other current liabilities	269.1	258.1
Total current liabilities	998.6	909.9
Non-current liabilities		
Long-term debt, less current portion	773.6	668.5
Other non-current liabilities	164.7	175.5
Total liabilities	1,936.9	1,753.9
Commitments and contingencies		
Stockholders' equity		
Common stock, \$.01 par value – authorized 300.0 shares; issued 84.0 and 83.4 shares at December 31, 2022 and 2021, respectively	0.9	0.9
Additional paid-in capital	881.6	860.0
Retained earnings	1,200.6	936.9
Accumulated other comprehensive income (loss)	(341.6)	(228.5)
Less cost of shares of common stock in treasury – 17.2 and 14.2 shares at December 31, 2022 and 2021, respectively	(560.3)	(459.7)
Total stockholders' equity	1,181.2	1,109.6
Total liabilities and stockholders' equity	\$ 3,118.1	\$ 2,863.5

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

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(in millions)

	Outstanding Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury	Total
Balance at December 31, 2019	70.4	\$ 0.8	\$ 824.4	\$ 771.4	\$ (257.5)	\$ (406.8)	\$ 932.3
Net income (loss)	—	—	—	(10.6)	—	—	(10.6)
Other comprehensive income (loss) – net of tax	—	—	—	—	49.1	—	49.1
Issuance of common stock related to compensation	0.7	0.1	29.0	—	—	—	29.1
Compensation under stock-based plans – net	0.1	—	(15.7)	—	—	3.7	(12.0)
Dividends	—	—	0.2	(8.6)	—	—	(8.4)
Acquisition of treasury stock	(2.6)	—	—	—	—	(56.1)	(56.1)
Other	—	—	—	(1.9)	—	—	(1.9)
Balance at December 31, 2020	68.6	0.9	837.9	750.3	(208.4)	(459.2)	921.5
Net income (loss)	—	—	—	220.9	—	—	220.9
Other comprehensive income (loss) – net of tax	—	—	—	—	(20.1)	—	(20.1)
Issuance of common stock related to compensation	0.6	—	12.2	—	—	—	12.2
Compensation under stock-based plans – net	0.1	—	9.3	—	—	2.9	12.2
Dividends	—	—	0.6	(34.1)	—	—	(33.5)
Acquisition of treasury stock	(0.1)	—	—	—	—	(3.3)	(3.3)
Other	—	—	—	(0.2)	—	(0.1)	(0.3)
Balance at December 31, 2021	69.2	0.9	860.0	936.9	(228.5)	(459.7)	1,109.6
Net income (loss)	—	—	—	300.0	—	—	300.0
Other comprehensive income (loss) – net of tax	—	—	—	—	(113.1)	—	(113.1)
Issuance of common stock related to compensation	0.6	—	18.7	—	—	—	18.7
Compensation under stock-based plans – net	—	—	2.3	—	—	1.0	3.3
Dividends	—	—	0.6	(36.2)	—	—	(35.6)
Acquisition of treasury stock	(3.0)	—	—	—	—	(101.6)	(101.6)
Other	—	—	—	(0.1)	—	—	(0.1)
Balance at December 31, 2022	66.8	\$ 0.9	\$ 881.6	\$ 1,200.6	\$ (341.6)	\$ (560.3)	\$ 1,181.2

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

TEREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions)

	Year Ended December 31,		
	2022	2021	2020
Operating Activities			
Net income (loss)	\$ 300.0	\$ 220.9	\$ (10.6)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	47.2	50.2	49.7
Stock-based compensation expense	30.3	33.1	23.8
Inventory and other non-cash charges	22.0	40.8	50.5
Changes in operating assets and liabilities (net of effects of acquisitions and divestitures):			
Trade receivables	(54.7)	(139.0)	16.1
Inventories	(206.1)	(229.5)	261.6
Trade accounts payable	96.3	173.0	(156.9)
Other assets and liabilities	37.5	140.7	8.8
Foreign exchange and other operating activities, net	(11.3)	3.2	(17.6)
Net cash provided by (used in) operating activities	<u>261.2</u>	<u>293.4</u>	<u>225.4</u>
Investing Activities			
Capital expenditures	(109.6)	(59.7)	(64.5)
Acquisitions, net of cash acquired, and investments	(50.1)	(42.7)	—
Proceeds from disposition of discontinued operations	—	—	15.8
Other investing activities, net	5.6	0.2	10.2
Net cash provided by (used in) investing activities	<u>(154.1)</u>	<u>(102.2)</u>	<u>(38.5)</u>
Financing Activities			
Repayments of debt	(224.4)	(1,103.5)	(176.0)
Proceeds from issuance of debt	320.9	600.1	170.0
Share repurchases	(101.3)	(3.0)	(56.0)
Dividends paid	(35.6)	(33.5)	(8.4)
Other financing activities, net	(14.5)	(40.2)	(12.4)
Net cash provided by (used in) financing activities	<u>(54.9)</u>	<u>(580.1)</u>	<u>(82.8)</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	<u>(15.0)</u>	<u>(14.3)</u>	<u>25.9</u>
Net Increase (Decrease) in Cash and Cash Equivalents	37.2	(403.2)	130.0
Cash and Cash Equivalents at Beginning of Year	266.9	670.1	540.1
Cash and Cash Equivalents at End of Year ⁽¹⁾	<u>\$ 304.1</u>	<u>\$ 266.9</u>	<u>\$ 670.1</u>

(1) Cash and Cash Equivalents includes Cash and Cash Equivalents-Held for Sale of \$5.1 at December 31, 2020.

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

TEREX CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A – BASIS OF PRESENTATION

Basis of Presentation and Principles of Consolidation. The consolidated financial statements include the accounts of Terex Corporation, its majority-owned subsidiaries and other controlled subsidiaries (“Terex” or the “Company”). The Company consolidates all majority-owned and controlled subsidiaries, applies equity method of accounting for investments in which the Company is able to exercise significant influence and applies the cost method for investments which do not have readily determinable fair values. All intercompany balances, transactions and profits have been eliminated. Certain prior period amounts have been reclassified to conform with the 2022 presentation.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

Cash and Cash Equivalents. Cash equivalents consist of highly liquid investments with original maturities of three months or less. Carrying amount of cash and cash equivalents approximates its fair value. Cash and cash equivalents include \$3.5 million and \$3.7 million at December 31, 2022 and 2021, respectively, which were not immediately available for use. These consist primarily of cash balances held in escrow to secure various obligations of the Company.

Inventories. Inventories are stated at the lower of cost or net realizable value (“NRV”). Cost is determined by the first-in, first-out (“FIFO”) and average cost methods (approximately 90% and 10%, respectively). In valuing inventory, the Company is required to make assumptions regarding the level of reserves required to value potentially obsolete or over-valued items at lower of cost or NRV. These assumptions require the Company to analyze the aging of and forecasted demand for its inventory, forecast future product sales prices, pricing trends and margins, and to make judgments and estimates regarding obsolete or excess inventory. Future product sales prices, pricing trends and margins are based on historical experience and actual orders received. The Company’s judgments and estimates for excess or obsolete inventory are based on analysis of actual and forecasted usage. Valuation of used equipment taken in trade from customers requires the Company to use the best information available to determine the value of the equipment to potential customers. This value is subject to change based on numerous conditions. Inventory reserves are established taking into account age, frequency of use, or sale, and in the case of repair parts, installed base of machines. While calculations are made involving these factors, significant management judgment regarding expectations for future events is involved. Future events that could significantly influence the Company’s judgment and related estimates include general economic conditions in markets where the Company’s products are sold, new equipment price fluctuations, actions of the Company’s competitors, including introduction of new products and technological advances, as well as new products and design changes the Company introduces. The Company makes adjustments to its inventory reserves based on identification of specific situations and increases its inventory reserves accordingly. As further changes in future economic or industry conditions occur, the Company may revise estimates that were used to calculate its inventory reserves. At December 31, 2022 and 2021, reserves for lower of cost or NRV, excess and obsolete inventory totaled \$61.0 million and \$57.8 million, respectively.

If actual conditions are less favorable than those the Company has projected, the Company will increase its reserves for lower of cost or NRV, excess and obsolete inventory accordingly. Any increase in the Company’s reserves will adversely impact its results of operations. Establishment of a reserve for lower of cost or NRV, excess and obsolete inventory establishes a new cost basis in the inventory. Such reserves are not reduced until the product is sold.

Shipping and handling costs for product shipments to customers are recorded in Cost of goods sold (“COGS”).

Debt Issuance Costs. Debt issuance costs incurred in securing the Company’s financing arrangements are capitalized and amortized over the term of the associated debt. Debt issuance costs related to senior notes and term loans are presented in the balance sheet as a direct deduction from the carrying amount of the borrowing, consistent with debt discounts. Debt issuance costs related to securing the Company’s revolving line of credit are presented in Other assets. Debt issuance costs related to debt that is extinguished early are charged to expense at the time of retirement. Debt issuance costs were \$9.5 million and \$12.0 million (net of accumulated amortization of \$3.6 million and \$8.0 million) at December 31, 2022 and 2021, respectively.

Intangible Assets. Intangible assets include purchased patents, trademarks, customer relationships and other specifically identifiable assets and are amortized on a straight-line basis over the respective estimated useful lives, which range from one to ninety-nine years. Intangible assets are reviewed for impairment when events or changes in circumstances indicate that their carrying amount may not be recoverable.

Goodwill. Goodwill represents the excess of purchase price over the fair value of assets acquired and liabilities assumed as part of a business combination. Goodwill is assigned to one or more reporting segments on the date of acquisition. The Company reviews its goodwill for impairment annually during the fourth quarter of each fiscal year or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of any one of its reporting units below its respective carrying amount.

In performing the goodwill impairment test, the Company may first perform a qualitative assessment or bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. A qualitative assessment requires the Company to consider events or circumstances including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, changes in management or key personnel, changes in strategy, changes in customers, changes in the composition or carrying amount of a reporting segment's net assets and changes in its stock price. If, after assessing the totality of events or circumstances, the Company determines that it is more likely than not that the fair values of its reporting units are greater than the carrying amounts, then a quantitative impairment test does not need to be performed.

If the qualitative assessment indicates a quantitative analysis should be performed or a quantitative analysis is directly elected, the Company evaluates goodwill for impairment by comparing the fair value of each of its reporting units to its carrying value, including the associated goodwill. To determine the fair values, the Company uses an income approach, along with other relevant market information, derived from a discounted cash flow model to estimate fair value of its reporting units. An impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, if any, would be recognized. The loss recognized would not exceed total amount of goodwill allocated to that reporting unit.

In connection with the annual impairment test conducted as of October 1, 2022, the Company bypassed the qualitative assessment and proceeded directly to the quantitative impairment test. The quantitative assessment indicated that each reporting unit had an estimated fair value which substantially exceeded its respective carrying amount.

Property, Plant and Equipment. Property, plant and equipment are stated at cost. Expenditures for major renewals and improvements are capitalized while expenditures for maintenance and repairs not expected to extend the life of an asset beyond its normal useful life are charged to expense when incurred. Plant and equipment are depreciated over the estimated useful lives (1-40 years and 2-20 years, respectively) of the assets under the straight-line method of depreciation for financial reporting purposes and both straight-line and other methods for tax purposes.

Long-Lived Assets. The Company assesses the realizability of its long-lived assets, including definite-lived intangible assets, and evaluates such assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets (or group of assets) may not be recoverable. Impairment is determined to exist if estimated future undiscounted cash flows are less than carrying value. If an impairment is indicated, assets are written down to their fair value, which is typically determined by a discounted cash flow analysis. Future cash flow projections include assumptions regarding future sales levels and the level of working capital needed to support the assets. The Company uses data developed by business segment management as well as macroeconomic data in making these calculations. There are no assurances that future cash flow assumptions will be achieved. The amount of any impairment then recognized would be calculated as the difference between estimated fair value and carrying value of the asset. Included in Selling, general & administrative expenses ("SG&A") in the Consolidated Statement of Income (Loss) are \$1.1 million, \$6.3 million and \$5.5 million of asset impairments for the years ended December 31, 2022, 2021 and 2020, respectively.

Assets Held for Sale. The Company classifies its long-lived assets to be sold as held for sale in the period (i) it has approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable, (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company stops recording depreciation expense on the asset. The Company assesses the fair value of a long-lived asset less any costs to sell at each reporting period and until the asset is no longer classified as held for sale.

Accounts Receivable and Allowance for Doubtful Accounts. Trade accounts receivable are recorded at invoiced amount and do not bear interest. Allowance for doubtful accounts is the Company’s estimate of current expected credit losses on its existing accounts receivable and determined based on historical customer assessments, current financial conditions, and reasonable and supportable forecasts. Account balances are charged off against the allowance when the Company determines the receivable will not be recovered. There can be no assurance that the Company’s estimate of accounts receivable collection will be indicative of future results.

The following table summarizes changes in the consolidated allowance for doubtful accounts (in millions):

Balance as of December 31, 2020	\$	9.5
Provision for credit losses		2.5
Other adjustments		(2.3)
Balance as of December 31, 2021	\$	9.7
Provision for credit losses		1.1
Other adjustments		(1.4)
Balance as of December 31, 2022	\$	9.4

Pursuant to terms of the Company’s trade accounts receivable factoring arrangements, certain of the Company’s subsidiaries may sell their trade accounts receivable. These trade receivables qualify for sales treatment under Accounting Standards Codification (“ASC”) 860, “Transfers and Servicing” (“ASC 860”) and accordingly, the proceeds are included in net cash provided by operating activities. The gross amount of trade receivables sold for years ended December 31, 2022, 2021 and 2020 totaled \$664.7 million, \$527.0 million and \$405.8 million, respectively. The factoring discount paid upon sale is recorded as interest expense in the Consolidated Statement of Income (Loss). As of December 31, 2022 and 2021, \$76.5 million and \$60.7 million, respectively, of receivables qualifying for sale treatment were outstanding and continued to be serviced by the Company.

Finance Receivables. The Company’s net finance receivable balances include both sales-type leases and commercial loans. The Company had \$7.6 million and \$12.2 million of gross finance receivables at December 31, 2022 and 2021, respectively. The allowance for credit losses on finance receivables was \$7.4 million and \$7.9 million at December 31, 2022 and 2021, respectively. In February 2021, the Company transferred finance receivables of \$89.7 million to a United States (“U.S.”) regional bank, which qualified for sales treatment under ASC 860. The Company received \$99.4 million of cash proceeds from the sale and recognized a net gain of \$5.6 million.

Revenue Recognition. The Company recognizes revenue when goods or services are transferred to customers in an amount that reflects the consideration which it expects to receive in exchange for those goods or services. In determining when and how revenue is recognized from contracts with customers, the Company performs the following five-step analysis: (i) identification of contract with customer; (ii) determination of performance obligations; (iii) measurement of the transaction price; (iv) allocation of the transaction price to the performance obligations and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

In the U.S., the Company has the ability to enter into a security agreement and receive a security interest in the product by filing an appropriate Uniform Commercial Code (“UCC”) financing statement. However, a significant portion of the Company’s revenue is generated outside of the U.S. In many countries outside of the U.S., as a matter of statutory law, a seller retains title to a product until payment is made. The laws do not provide for a seller’s retention of a security interest in goods in the same manner as established in the UCC. In these countries, the Company retains title to goods delivered to a customer until the customer makes payment so that it can recover the goods in the event of customer default on payment. The Company considers the following events in order to determine when it is appropriate to recognize revenue: (i) the customer has physical possession of the product; (ii) the customer has legal title to the product; (iii) the customer has assumed the risks and rewards of ownership, (iv) the customer has communicated acceptance of the product and (v) the Company has a right to payment. These events serve as indicators, along with the details contained within the contract, that it is appropriate to recognize revenue.

The Company generates revenue through the sale of machines, parts and service, and extended warranties. Revenue from product sales is recorded when the performance obligation is fulfilled, usually at the time of shipment, at the net sales price (transaction price). Estimates of variable consideration, such as volume discounts and rebates, reduce transaction price when it is probable that a customer will attain these types of sales incentives. These estimates are primarily derived from contractual terms and historical experience. The Company elected to present revenue net of sales tax and other similar taxes and account for shipping and handling as activities to fulfill the promise to transfer goods rather than separate performance obligations. Payments are typically due either 30 or 60 days, depending on geography, following delivery of products or completion of services.

Revenue from extended warranties is recognized over time on a straight line basis because the customer benefits evenly from the extended warranty throughout the period; beginning upon expiration of the standard warranty and through end of the term. Revenue from services is recognized based on cost input method as the time and materials used in the repair portrays the most accurate depiction of completion of the performance obligation. During the full year ended December 31, 2022, revenues generated from the sale of extended warranties and services were an immaterial portion of revenue.

The Company sells equipment subject to leases and related lease payments. Income from operating leases is recognized ratably over the lease term. Revenue from sales-type leases is recognized at the inception of the lease.

For detailed sales information see Note B – “Business Segment Information”.

Leases. Terex leases approximately 100 real properties, approximately 300 vehicles and approximately 400 pieces of office and industrial equipment. As the lessee, Terex will classify a lease which it has substantially all the risks and rewards of ownership as a finance lease.

The Company determines if an arrangement contains a lease at contract inception. With the exception of short-term leases (leases with terms less than 12 months), all leases with contractual fixed costs are recorded on the balance sheet on the lease commencement date as a right-of-use asset and a lease liability. Lease liabilities are initially measured at the present value of the minimum lease payments and subsequently increased to reflect the interest accrued and reduced by the lease payments affected. Right-of-use assets are initially measured at the present value of the minimum lease payments adjusted for any prior lease payments, lease incentives and initial direct costs. The Company does not separate lease and non-lease components of a contract for any class of leases. Certain leases contain escalation, renewal and/or termination options that are factored into the right-of-use asset as appropriate. Operating leases result in a straight-line rent expense over the life of the lease. For finance leases, right-of-use assets are amortized on a straight-line basis over the life of the lease and interest accretes to the lease liability which results in a higher interest expense at lease inception that declines over the life of the lease. Generally, variable lease costs are expensed as incurred and are not included in the determination of right-of-use assets or lease liabilities.

Short-term leases for real property, vehicles and industrial and office equipment are recognized in the income statement on a straight-line basis over the lease term.

The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments, if the rate is not implicit in the lease. Consideration is given to the Company’s recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating incremental borrowing rates.

For detailed lease information see Note K – “Leases”.

Guarantees. The Company issues guarantees to financial institutions related to financing of equipment purchases by customers. The expectation of losses or non-performance is evaluated based on consideration of historical customer assessments, current financial conditions, reasonable and supportable forecasts, equipment collateral value and other factors. Reserves are recorded for expected loss over the contractual period of risk exposure. See Note N – “Litigation and Contingencies” for additional information regarding guarantees issued to financial institutions.

Accrued Warranties. The Company records accruals for potential warranty claims based on its claim experience. The Company’s products are typically sold with a standard warranty covering defects that arise during a fixed period. Each business provides a warranty specific to products it offers. The specific warranty offered by a business is a function of customer expectations and competitive forces. Warranty length is generally a fixed period of time, a fixed number of operating hours or both.

A liability for estimated warranty claims is accrued at the time of sale. The current portion of the product warranty liability is included in Accrued warranties and product liability and the non-current portion is included in Other non-current liabilities in the Company's Consolidated Balance Sheet. The liability is established using historical warranty claims experience for each product sold. Historical claims experience may be adjusted for known design improvements or for the impact of unusual product quality issues. Assumptions are updated for known events that may affect the potential warranty liability.

The following table summarizes changes in the consolidated product warranty liability (in millions):

Balance as of December 31, 2020	\$ 52.9
Accruals for warranties issued during the period	42.5
Changes in estimates	(4.7)
Settlements during the period	(45.7)
Foreign exchange effect/other	(0.9)
Balance as of December 31, 2021	<u>\$ 44.1</u>
Accruals for warranties issued during the period	39.7
Changes in estimates	(3.4)
Settlements during the period	(35.1)
Foreign exchange effect/other	(1.4)
Balance as of December 31, 2022	<u><u>\$ 43.9</u></u>

Accrued Product Liability. The Company records accruals for product liability claims when deemed probable and estimable based on facts and circumstances, and prior claims experience. Accruals for product liability claims are valued based upon the Company's prior claims experience, including consideration of jurisdiction, circumstances of the accident, type of loss or injury, identity of plaintiff, other potential responsible parties, analysis of outside legal counsel, analysis of internal product liability counsel and experience of the Company's product safety employees. Actual product liability costs could be different due to a number of variables such as the decisions of juries or judges.

Defined Benefit Pension and Other Post-retirement Benefits. The Company provides post-retirement benefits to certain former salaried and hourly employees and certain hourly employees covered by bargaining unit contracts that provide such benefits. The Company accounts for these benefits under ASC 715, "Compensation-Retirement Benefits" ("ASC 715"). ASC 715 requires balance sheet recognition of the overfunded or underfunded status of pension and post-retirement benefit plans. Under ASC 715, actuarial gains and losses and prior service costs or credits must be recognized in Accumulated other comprehensive income (loss) ("AOCI"), net of tax effects, until they are amortized as a component of net periodic benefit cost. See Note L – "Retirement Plans and Other Benefits."

Deferred Compensation. The Company maintains a deferred compensation plan. The Company's common stock held in a rabbi trust pursuant to the Company's deferred compensation plan, is treated in a manner similar to treasury stock and is recorded at cost within Stockholders' equity as of December 31, 2022 and 2021. The plan obligations for participant deferrals in common stock are classified as Additional paid-in capital and deferrals in the bond fund investment are classified as Accrued compensation and benefits and Other non-current liabilities in the Consolidated Balance Sheet. The total of common stock required to settle this deferred compensation obligation is included in the denominator in both basic and diluted earnings per share calculations.

Stock-Based Compensation. At December 31, 2022, the Company had stock-based employee compensation plans, which are described more fully in Note M – "Stockholders' Equity." The Company accounts for those plans under the recognition and measurement principles of ASC 718, "Compensation-Stock Compensation" ("ASC 718"). ASC 718 requires that expense resulting from all share-based payment transactions be recognized in the consolidated financial statements at fair value over the service period. The Company recognizes forfeitures as they occur.

Foreign Currency Translation. Assets and liabilities of the Company's non-U.S. operations are translated at year-end exchange rates. Income and expenses are translated at average exchange rates during the year. For operations whose functional currency is the local currency, translation adjustments are recorded in the AOCI component of Stockholders' equity. Gains or losses resulting from foreign currency transactions are recorded in income statement accounts based on the underlying transaction.

Derivatives. Derivative financial instruments are recorded in the Consolidated Balance Sheet at their fair value as either assets or liabilities. Changes in the fair value of derivatives are recorded each period in earnings or AOCI, depending on whether a derivative is designated and effective as part of a hedge transaction and, if it is, the type of hedge transaction. Gains and losses on derivative instruments reported in AOCI are included in earnings in the periods in which earnings are affected by the hedged item. See Note I – “Derivative Financial Instruments.”

Research, Development and Engineering Costs. Research, development and engineering costs are expensed as incurred. Such costs incurred in the development of new products or significant improvements to existing products are included in SG&A. Research, development and engineering costs were \$55.8 million, \$52.2 million and \$58.9 million during 2022, 2021 and 2020, respectively.

Income Taxes. The Company accounts for income taxes using the asset and liability method. This method requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax bases of assets and liabilities.

The Company evaluates the net realizable value of its deferred tax assets each period to ensure that estimated future taxable income will be sufficient in character, amount and timing to result in the use of its deferred tax assets. “Character” refers to the type (ordinary income versus capital gain) as well as the source (foreign vs. domestic) of the income the Company generates. “Timing” refers to the period in which future income is expected to be generated. Timing is important because, in certain jurisdictions, net operating losses (“NOLs”) or other tax attributes expire if not used within an established statutory time frame. The Company records a valuation allowance for each deferred tax asset for which realization is not assessed as more likely than not. The Company must consider all objective evidence, both positive and negative, in evaluating the future realization of its deferred tax assets, including tax loss carry forwards. Available evidence, including historical information is supplemented by currently obtainable information about future tax years. Realization of deferred tax assets requires sufficient taxable income of the appropriate character. Based on these evaluations, the Company has determined that it is more likely than not that expected future earnings will be sufficient to use most of its deferred tax assets. To the extent estimates of future taxable income decrease or do not materialize, additional valuation allowances may be required.

The Company conducts business globally and files income tax returns in U.S. Federal, state and foreign jurisdictions, as required. The Company assesses uncertain tax positions for recognition, measurement and effective settlement. Where the Company has determined that its tax return filing position does not satisfy the more likely than not recognition threshold of ASC 740, “Income Taxes,” it has recorded no tax benefits. Where the Company had determined that its tax return filing positions are more likely than not to be sustained, it has measured and recorded the largest amount of tax benefit greater than 50% likely to be realized. The Company evaluates each reporting period whether it is reasonably possible material changes to its uncertain tax position liability could occur in the next 12 months. Changes may occur as a result of uncertain tax positions being considered effectively settled, re-measured, paid, acquired or divested, as a result of a change in tax law or judicial decision, or due to expiration of the relevant statute of limitations. It is not possible to predict which uncertain tax positions, if any, may be challenged by tax authorities. Timing and impact of income tax audits and their resolution is uncertain. New facts, laws, pronouncements and judicial decisions can change assessments concerning technical merit and measurement. The amounts of or periods in which changes to reserves for uncertain tax positions will occur is difficult to predict.

In January 2018, the FASB released guidance on the accounting for tax on Global Intangible Low-taxed Income (“GILTI”). The guidance indicates that either accounting for deferred taxes related to GILTI or treating any taxes on GILTI as period costs are both acceptable accounting policy elections. Terex elected to treat taxes on GILTI inclusions as period costs.

The Company does not provide for foreign income and withholding, U.S. Federal, or state income taxes or tax benefits on the financial reporting basis over the tax basis of its investments in foreign subsidiaries to the extent such amounts are indefinitely reinvested to support operations and continued growth plans outside the U.S. The Company reviews its plan to indefinitely reinvest on a quarterly basis. In making its decision to indefinitely reinvest, the Company evaluates its plans of reinvestment, its ability to control repatriation and to mobilize funds without triggering basis differences, and the profitability of U.S. operations and their cash requirements and the need, if any, to repatriate funds. If the assessment of the Company with respect to earnings of non-U.S. subsidiaries changes, deferred taxes for foreign income taxes and withholding, U.S. Federal or state income taxes or tax benefits may have to be accrued.

The Company considers foreign earnings that have been taxed in the U.S. or have qualified for the high-tax exception to taxation to not be indefinitely reinvested. The Company has recorded foreign, federal and state tax expense with respect to earnings which have been subject to federal income tax and which are no longer indefinitely reinvested. The Company plans to indefinitely reinvest all undistributed foreign earnings in excess of those previously taxed in the U.S.

The Company recognizes accrued interest and penalties, if any, related to income taxes as (Provision for) benefit from income taxes in its Consolidated Statement of Income (Loss). See Note C – “Income Taxes”.

Earnings Per Share. Basic earnings (loss) per share is computed by dividing Net income (loss) for the period by the weighted average number of shares of common stock outstanding. Diluted earnings (loss) per share is computed by dividing Net income (loss) for the period by the weighted average number of shares of common stock outstanding and potential dilutive common shares. See Note E – “Earnings Per Share.”

Fair Value Measurements. Assets and liabilities measured at fair value on a recurring basis under the provisions of ASC 820, “Fair Value Measurement and Disclosure” (“ASC 820”) include commodity swaps, cross currency swaps and foreign exchange contracts, discussed in Note I – “Derivative Financial Instruments” and debt discussed in Note J – “Long-Term Obligations”. These instruments are valued using observable market data for similar assets and liabilities or the present value of future cash payments and receipts. ASC 820 establishes a fair value hierarchy for those instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company’s assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e. supported by little or no market activity).

Determining which category an asset or liability falls within this hierarchy requires judgment. The Company evaluates its hierarchy disclosures each quarter.

Accounting Standards to be Implemented

In March 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, which provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met to ease an entity’s financial reporting burden as the market transitions from London Interbank Offered Rate (“LIBOR”) and other interbank offered rates to alternative reference rates. Subsequently, the FASB issued ASU 2021-01 to clarify the scope of Topic 848 and ASU 2022-06 to defer the sunset date of Topic 848. The guidance was effective upon issuance and may be applied through December 31, 2024. Adoption is not expected to have a material effect on the Company’s consolidated financial statements.

NOTE B – BUSINESS SEGMENT INFORMATION

Terex is a global manufacturer of materials processing machinery and aerial work platforms. The Company designs, builds and supports products used in construction, maintenance, manufacturing, energy, recycling, minerals and materials management applications. Certain Terex products and solutions enable customers to reduce their impact on the environment including electric and hybrid offerings that deliver quiet and emission-free performance, products that support renewable energy, and products that aid in the recovery of useful materials from various types of waste. The Company’s products are manufactured in North America, Europe, Australia and Asia and sold worldwide. Terex engages with customers through all stages of the product life cycle, from initial specification and financing to parts and service support.

The Company identifies its operating segments according to how business activities are managed and evaluated, and has identified three operating segments: Materials Processing (“MP”), Aerials and Utilities. As Aerials and Utilities operating segments share similar economic characteristics, these operating segments are aggregated into one operating segment, Aerial Work Platforms (“AWP”). The Company operates in two reportable segments: (i) MP and (ii) AWP.

MP designs, manufactures, services and markets materials processing and specialty equipment, including crushers, washing systems, screens, trommels, apron feeders, material handlers, pick and carry cranes, rough terrain cranes, tower cranes, wood processing, biomass and recycling equipment, concrete mixer trucks and concrete pavers, conveyors, and their related components and replacement parts. Customers use these products in construction, infrastructure and recycling projects, in various quarrying and mining applications, as well as in landscaping and biomass production industries, material handling applications, maintenance applications to lift equipment or material, moving materials and equipment on rugged or uneven terrain, lifting construction material and placing material at point of use.

AWP designs, manufactures, services and markets aerial work platform equipment, utility equipment and telehandlers as well as their related components and replacement parts. Customers use these products to construct and maintain industrial, commercial, institutional and residential buildings and facilities, for construction and maintenance of utility and telecommunication lines, tree trimming, certain construction and foundation drilling applications, and for other commercial operations, as well as in a wide range of infrastructure projects.

The Company assists customers in their rental, leasing and acquisition of its products through Terex Financial Services (“TFS”). TFS uses its equipment financing experience to facilitate financial products and services to assist customers in the acquisition of the Company’s equipment. TFS is included in Corporate and Other.

Corporate and Other also includes eliminations among the two reportable segments, as well as general and corporate items.

None of the Company’s customers individually accounted for more than 10% of consolidated net sales in 2022, 2021 or 2020.

Business segment information is presented below (in millions):

	Year Ended December 31,		
	2022	2021	2020
Net sales			
MP	\$ 1,941.6	\$ 1,691.8	\$ 1,256.8
AWP	2,483.6	2,178.8	1,782.9
Corporate and Other / Eliminations	(7.5)	16.2	36.7
Total	<u>\$ 4,417.7</u>	<u>\$ 3,886.8</u>	<u>\$ 3,076.4</u>
Income (loss) from operations			
MP	\$ 297.8	\$ 240.9	\$ 143.4
AWP	196.2	152.1	0.5
Corporate and Other / Eliminations	(74.0)	(65.0)	(75.5)
Total	<u>\$ 420.0</u>	<u>\$ 328.0</u>	<u>\$ 68.4</u>
Depreciation and amortization			
MP	\$ 14.4	\$ 13.3	\$ 11.4
AWP	24.8	25.9	23.2
Corporate	8.0	11.0	15.1
Total	<u>\$ 47.2</u>	<u>\$ 50.2</u>	<u>\$ 49.7</u>
Capital expenditures			
MP	\$ 25.2	\$ 15.8	\$ 11.6
AWP	77.6	41.2	47.4
Corporate	6.8	2.7	5.5
Total	<u>\$ 109.6</u>	<u>\$ 59.7</u>	<u>\$ 64.5</u>

	December 31,	
	2022	2021
Identifiable assets		
MP ⁽¹⁾	\$ 1,800.1	\$ 1,648.0
AWP ⁽²⁾	2,122.5	1,870.8
Corporate and Other / Eliminations ⁽³⁾	(804.5)	(655.3)
Total	<u>\$ 3,118.1</u>	<u>\$ 2,863.5</u>

⁽¹⁾ Increase primarily due to higher inventory.

⁽²⁾ Increase primarily due to higher trade receivables and inventory.

⁽³⁾ Change primarily due to higher intercompany eliminations.

Sales between segments are generally priced to recover costs plus a reasonable markup for profit, which is eliminated in consolidation.

Long-lived assets consist of net fixed assets, which can be attributed to the specific geographic regions (in millions):

	December 31,	
	2022	2021
Long-lived Assets		
U.S.	\$ 187.6	\$ 218.0
United Kingdom	81.8	76.4
Mexico	82.6	22.9
China	54.1	55.8
Other European countries	40.2	37.9
All other	19.3	18.6
Total	<u>\$ 465.6</u>	<u>\$ 429.6</u>

Geographic net sales information is presented below (in millions):

	Year Ended December 31, 2022			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by region				
North America	\$ 818.6	\$ 1,666.4	\$ 12.2	\$ 2,497.2
Western Europe	566.6	386.9	0.4	953.9
Asia-Pacific	384.6	227.2	0.6	612.4
Rest of World ⁽¹⁾	171.8	203.1	(20.7)	354.2
Total ⁽²⁾	<u>\$ 1,941.6</u>	<u>\$ 2,483.6</u>	<u>\$ (7.5)</u>	<u>\$ 4,417.7</u>

⁽¹⁾ Includes intercompany sales and eliminations.

⁽²⁾ Total sales include \$2.2 billion attributable to the U.S., the Company's country of domicile.

	Year Ended December 31, 2021			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by region				
North America	\$ 667.4	\$ 1,415.8	\$ 26.3	\$ 2,109.5
Western Europe	515.6	346.7	0.5	862.8
Asia-Pacific	349.3	310.3	3.1	662.7
Rest of World ⁽¹⁾	159.5	106.0	(13.7)	251.8
Total ⁽²⁾	<u>\$ 1,691.8</u>	<u>\$ 2,178.8</u>	<u>\$ 16.2</u>	<u>\$ 3,886.8</u>

⁽¹⁾ Includes intercompany sales and eliminations.

⁽²⁾ Total sales include \$1.9 billion attributable to the U.S., the Company's country of domicile.

	Year Ended December 31, 2020			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by region				
North America	\$ 497.7	\$ 1,185.2	\$ 62.5	\$ 1,745.4
Western Europe	379.0	230.7	0.3	610.0
Asia-Pacific	256.0	271.6	2.6	530.2
Rest of World ⁽¹⁾	124.1	95.4	(28.7)	190.8
Total ⁽²⁾	<u>\$ 1,256.8</u>	<u>\$ 1,782.9</u>	<u>\$ 36.7</u>	<u>\$ 3,076.4</u>

⁽¹⁾ Includes intercompany sales and eliminations.

⁽²⁾ Total sales include \$1.6 billion attributable to the U.S., the Company's country of domicile.

The Company attributes sales to unaffiliated customers in different geographical areas based on the location of the customer.

Product type net sales information is presented below (in millions):

	Year Ended December 31, 2022			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by product type				
Aerial Work Platforms	\$ —	\$ 1,798.8	\$ 1.2	\$ 1,800.0
Materials Processing Equipment	1,155.0	—	0.5	1,155.5
Specialty Equipment	780.7	—	1.3	782.0
Utility Equipment	—	466.4	—	466.4
Other ⁽¹⁾	5.9	218.4	(10.5)	213.8
Total	\$ 1,941.6	\$ 2,483.6	\$ (7.5)	\$ 4,417.7

⁽¹⁾ Includes other product types, intercompany sales and eliminations.

	Year Ended December 31, 2021			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by product type				
Aerial Work Platforms	\$ —	\$ 1,611.8	\$ 1.6	\$ 1,613.4
Materials Processing Equipment	995.9	—	1.3	997.2
Specialty Equipment	693.5	—	2.2	695.7
Utility Equipment	—	380.6	0.6	381.2
Other ⁽¹⁾	2.4	186.4	10.5	199.3
Total	\$ 1,691.8	\$ 2,178.8	\$ 16.2	\$ 3,886.8

⁽¹⁾ Includes other product types, intercompany sales and eliminations.

	Year Ended December 31, 2020			
	MP	AWP	Corporate and Other / Eliminations	Total
Net sales by product type				
Aerial Work Platforms	\$ —	\$ 1,234.8	\$ 0.9	\$ 1,235.7
Materials Processing Equipment	760.5	—	—	760.5
Specialty Equipment	493.6	—	1.4	495.0
Utility Equipment	—	352.4	—	352.4
Other ⁽¹⁾	2.7	195.7	34.4	232.8
Total	\$ 1,256.8	\$ 1,782.9	\$ 36.7	\$ 3,076.4

⁽¹⁾ Includes other product types, intercompany sales and eliminations.

NOTE C – INCOME TAXES

The components of income (loss) from continuing operations before income taxes are as follows (in millions):

	Year Ended December 31,		
	2022	2021	2020
U.S.	\$ (19.7)	\$ (16.7)	\$ (148.8)
Foreign	386.3	280.5	159.8
Income (loss) from continuing operations before income taxes	<u>\$ 366.6</u>	<u>\$ 263.8</u>	<u>\$ 11.0</u>

The Company recorded Income (loss) from discontinued operations and Gain (loss) on disposition of discontinued operations before income taxes of \$(0.5) million, \$2.6 million and \$(28.9) million for the years ended December 31, 2022, 2021 and 2020, respectively.

The major components of the Company's provision for (benefit from) income taxes on continuing operations before income taxes are summarized below (in millions):

	Year Ended December 31,		
	2022	2021	2020
Current:			
Federal	\$ 6.9	\$ 6.6	\$ (27.1)
State	1.3	1.8	2.3
Foreign	58.8	36.7	21.3
Current income tax provision (benefit)	<u>67.0</u>	<u>45.1</u>	<u>(3.5)</u>
Deferred:			
Federal	6.9	(3.8)	1.2
State	1.8	1.5	4.3
Foreign	(9.3)	3.5	—
Deferred income tax (benefit) provision	<u>(0.6)</u>	<u>1.2</u>	<u>5.5</u>
Provision for (benefit from) income taxes	<u>\$ 66.4</u>	<u>\$ 46.3</u>	<u>\$ 2.0</u>

The elimination of tax from intercompany transactions is included in current tax expense. The Company recorded Provision for (benefit from) income taxes of \$(0.3) million, \$(0.8) million and \$(9.3) million from discontinued operations and on disposition of discontinued operations for the years ended December 31, 2022, 2021 and 2020, respectively.

The tax effects of the basis differences between tax and financial reporting purposes for assets, liabilities and loss carry forwards as of December 31, 2022 and 2021 for continuing operations are summarized below for major balance sheet captions (in millions):

	2022	2021
Property, plant and equipment	\$ (19.8)	\$ (16.1)
Intangibles	(8.1)	(6.8)
Inventories	5.9	6.7
Accrued warranties and product liability	9.9	10.8
Loss carry forwards	152.0	184.4
Retirement plans	10.1	11.3
Accrued compensation and benefits	17.1	15.8
Operating lease right-of-use asset	(22.0)	(23.5)
Operating lease liability	23.5	23.8
Other	18.0	24.1
Deferred tax assets valuation allowance	(63.0)	(100.0)
Net deferred tax assets (liabilities)	<u>\$ 123.6</u>	<u>\$ 130.5</u>

Deferred tax assets were \$190.9 million before valuation allowances of \$63.0 million, resulting in \$127.9 million of net deferred tax assets which are partially offset by deferred tax liabilities of \$4.3 million at December 31, 2022. Deferred tax assets for continuing operations were \$233.0 million before valuation allowances of \$100.0 million, resulting in \$133.0 million of net deferred tax assets which are partially offset by deferred tax liabilities for continuing operations of \$2.5 million at December 31, 2021. The net change in the total valuation allowance for the years ended December 31, 2022 and 2021 was a decrease of \$37.0 million and \$12.1 million, respectively. There were no deferred tax liabilities for discontinued operations at December 31, 2022 and 2021.

As of December 31, 2022, the Company released the valuation allowance on its German interest expense deferred tax asset as the realization of the deferred tax asset is now more likely than not due to recent earnings history and expected future business performance resulting in a benefit from income taxes of \$17.7 million.

The Company's Provision for (benefit from) income taxes is different from the amount that would be provided by applying the statutory federal income tax rate to the Company's Income (loss) from continuing operations before income taxes. The reasons for the difference are summarized as follows (in millions):

	Year Ended December 31,		
	2022	2021	2020
Tax at statutory federal income tax rate	\$ 77.0	\$ 55.4	\$ 2.3
State taxes	2.4	2.7	5.2
Change in valuation allowance	(21.0)	(9.0)	—
Foreign tax differential on income/losses of foreign subsidiaries	(10.2)	(12.0)	(13.0)
U.S. tax on multi-national operations	10.1	8.1	17.6
Change in foreign tax rates	—	(0.6)	0.7
U.S. tax legislation	—	—	(10.9)
Research and development	(1.0)	(0.8)	(1.2)
Provision to return adjustments	6.8	0.5	(1.7)
Compensation	2.1	1.8	3.1
Other	0.2	0.2	(0.1)
Provision for (benefit from) income taxes	<u>\$ 66.4</u>	<u>\$ 46.3</u>	<u>\$ 2.0</u>

The Company's effective tax rate was 18.1%, 17.6% and 18.2% for the years ended December 31, 2022, 2021 and 2020, respectively.

For the year ended December 31, 2022, the Company's estimate of its remaining unremitted earnings of its foreign subsidiary ownership chains that have positive retained earnings and have not been subject to tax in the U.S. was approximately \$108 million. At this time, determination of the unrecognized deferred tax liabilities for temporary differences related to the Company's investment in non-U.S. subsidiaries is not practicable.

At December 31, 2022, the Company has a state net operating loss carry forward deferred tax assets of \$44 million available to reduce future taxable income and income taxes in various states, substantially all of which is offset by valuation allowances and will expire at various dates through 2042. The Company has approximately \$462 million of foreign operating loss carry forwards. These loss carry forwards include \$234 million in Germany, \$157 million in Italy and \$27 million in Spain which do not expire. The remaining loss carry forwards of \$44 million are partially offset by valuation allowances and the majority do not expire. Also, the Company has an Indian capital loss carry forward of \$23 million expiring before 2028 and an Australian capital loss carry forward of \$21 million which does not expire; both are offset by valuation allowances.

The Company made total net income tax payments including discontinued operations of \$20.4 million, \$28.4 million and \$26.3 million in 2022, 2021 and 2020, respectively. At December 31, 2022 and 2021, Other current assets included net income tax receivable amounts of \$14.7 million and \$52.4 million, respectively.

The following table summarizes the activity related to the Company's unrecognized tax benefits (in millions).

Balance as of January 1, 2020	\$ 14.3
Additions for current year tax positions	—
Additions for prior year tax positions	9.2
Reductions for prior year tax positions	(3.7)
Reductions for current year tax positions	—
Reductions for expiration of statute of limitations	—
Settlements	(1.3)
Balance as of December 31, 2020	18.5
Additions for current year tax positions	—
Additions for prior year tax positions	0.6
Reductions for prior year tax positions	(0.1)
Reductions for current year tax positions	—
Reductions for expiration of statute of limitations	(0.9)
Settlements	(15.5)
Balance as of December 31, 2021	2.6
Additions for current year tax positions	—
Additions for prior year tax positions	1.8
Reductions for prior year tax positions	(1.9)
Reductions for current year tax positions	—
Reductions for expiration of statute of limitations	—
Settlements	—
Balance as of December 31, 2022	\$ 2.5

From a tax perspective, major jurisdictions where the Company is often subject to examination by tax authorities include Germany, Italy, the United Kingdom ("U.K."), China, India and the U.S. Currently, various entities of the Company are under audit in Italy, India, U.S. and elsewhere. With limited exceptions, the statute of limitations for the Company and most of its subsidiaries has expired for tax years prior to 2017. The Company does not expect the amount of unrecognized tax benefits disclosed as of December 31, 2022 will change materially in 2023.

As of December 31, 2022 and 2021, the Company had \$2.5 million and \$2.6 million, respectively, of unrecognized tax benefits. Of the \$2.5 million at December 31, 2022, \$1.7 million, if recognized, would affect the effective tax rate. Potential interest and penalties were a liability of \$0.3 million and a receivable of \$0.2 million as of December 31, 2022 and 2021, respectively. During the years ended December 31, 2022 and 2021, the Company recognized total tax (benefit) expense of \$0.1 million and \$(1.5) million for interest and penalties, respectively.

NOTE D – ACQUISITIONS AND DISPOSITIONS

Acquisitions

On April 22, 2022, the Company acquired a 100% ownership interest in Steelweld Fabrications Limited ("Steelweld"), a manufacturer of heavy fabrications based in Northern Ireland, to facilitate manufacturing of certain MP products. Total cash consideration was approximately \$6 million. On July 29, 2022, the Company acquired a 100% ownership interest in ProAll International Mfg. Inc. and ProAll UK Limited and related assets ("ProAll"), a manufacturer of volumetric mixers based in Canada, to expand the Company's concrete product offering. Total consideration, including estimated contingent consideration from earn out provisions, was approximately \$40 million. The Company remeasured the earn-out liability at December 31, 2022 and recorded the adjustment in earnings as an operating expense. On July 6, 2021, the Company acquired all of the outstanding shares of Murray Design & Engineering, Ltd ("MDS"), a manufacturer of heavy duty aggregate and recycling trommels, apron feeders and conveyor systems, based in the Republic of Ireland. Total cash consideration transferred was approximately \$19 million.

These transactions were recorded as business combinations using the acquisition method which requires measurement of identifiable assets acquired and liabilities assumed at their estimated fair values as of the acquisition date. Goodwill was calculated as the excess of the aggregate of the fair value of the consideration transferred over the fair value of the net assets recognized. The results of operations associated with these businesses are consolidated within the MP segment in the Consolidated Financial Statements from the respective dates of acquisition. See Note H – “Goodwill and Intangible Assets” for additional information regarding goodwill recognized as a result of these acquisitions.

On May 25, 2021, the Company acquired assets to facilitate manufacturing of certain MP products in China. Total cash consideration transferred was approximately \$17 million. The transaction was recorded as an asset acquisition at cost, with the consideration allocated to individual assets acquired.

Dispositions

On November 30, 2021, the Company sold its utility hot line tools business located in South America. The Company received consideration of \$5.8 million from the sale at fair value and recognized a gain of \$6.4 million included in SG&A in the Consolidated Statement of Income (Loss). Prior to disposition, the results of operations for the hot lines tools business, including any impairment reserves taken, were consolidated within the AWP segment in the consolidated financial statements.

Assets Held for Sale

Long-lived assets expected to be sold or otherwise disposed of within one year are classified as assets held for sale and included in Other assets in the Consolidated Balance Sheet. The Company classified a facility as an asset held for sale in its AWP segment, as part of realignment of its manufacturing footprint, at December 31, 2022, with a carrying value of approximately \$31 million.

Gain (Loss) on Disposition of Discontinued Operations - net of tax (in millions)

	Year Ended December 31,								
	2022			2021			2020		
	Cranes	MHPS	Total	Cranes	MHPS	Total	Cranes	MHPS	Total
Gain (loss) on disposition of discontinued operations	\$ (0.5)	\$ —	\$ (0.5)	\$ 1.4	\$ 1.2	\$ 2.6	\$(27.7)	\$ (0.4)	\$(28.1)
(Provision for) benefit from income taxes	0.3	—	0.3	0.1	0.7	0.8	8.8	0.1	8.9
Gain (loss) on disposition of discontinued operations – net of tax	\$ (0.2)	\$ —	\$ (0.2)	\$ 1.5	\$ 1.9	\$ 3.4	\$(18.9)	\$ (0.3)	\$(19.2)

NOTE E – EARNINGS PER SHARE

	For the year ended December 31, (in millions, except per share data)		
	2022	2021	2020
Income (loss) from continuing operations	\$ 300.2	\$ 217.5	\$ 9.0
Income (loss) from discontinued operations – net of tax	—	—	(0.4)
Gain (loss) on disposition of discontinued operations – net of tax	(0.2)	3.4	(19.2)
Net income (loss)	<u>\$ 300.0</u>	<u>\$ 220.9</u>	<u>\$ (10.6)</u>
Basic shares:			
Weighted average shares outstanding	<u>68.5</u>	<u>69.7</u>	<u>69.6</u>
Earnings (loss) per share – basic:			
Income (loss) from continuing operations	\$ 4.38	\$ 3.12	\$ 0.13
Income (loss) from discontinued operations – net of tax	—	—	(0.01)
Gain (loss) on disposition of discontinued operations – net of tax	—	0.05	(0.27)
Net income (loss)	<u>\$ 4.38</u>	<u>\$ 3.17</u>	<u>\$ (0.15)</u>
Diluted shares:			
Weighted average shares outstanding – basic	68.5	69.7	69.6
Effect of dilutive securities:			
Restricted stock awards	0.9	1.2	0.5
Diluted weighted average shares outstanding	<u>69.4</u>	<u>70.9</u>	<u>70.1</u>
Earnings (loss) per share – diluted:			
Income (loss) from continuing operations	\$ 4.32	\$ 3.07	\$ 0.13
Income (loss) from discontinued operations – net of tax	—	—	(0.01)
Gain (loss) on disposition of discontinued operations – net of tax	—	0.05	(0.27)
Net income (loss)	<u>\$ 4.32</u>	<u>\$ 3.12</u>	<u>\$ (0.15)</u>

Non-vested restricted stock awards and restricted stock units (“Restricted Stock Awards”) granted by the Company are treated as potential common shares outstanding in computing diluted earnings per share using the treasury stock method. Weighted average Restricted Stock Awards of approximately 0.1 million, 0.1 million and 0.8 million were outstanding during the years ended December 31, 2022, 2021 and 2020, respectively, but were not included in the computation of diluted shares as the effect would be anti-dilutive or performance targets were not expected to be achieved for awards contingent upon performance.

NOTE F – INVENTORIES

Inventories consist of the following (in millions):

	December 31,	
	2022	2021
Finished equipment	\$ 319.2	\$ 283.0
Replacement parts	163.0	157.3
Work-in-process	153.5	105.5
Raw materials and supplies	352.7	267.7
Inventories	<u>\$ 988.4</u>	<u>\$ 813.5</u>

Work-in-process inventory includes approximately \$36 million and \$10 million of substantially completed inventory awaiting installation of final components at December 31, 2022 and 2021, respectively.

Reserves for lower of cost or NRV and excess and obsolete inventory were \$61.0 million and \$57.8 million at December 31, 2022 and 2021, respectively.

NOTE G – PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment – net consist of the following (in millions):

	December 31,	
	2022	2021
Property	\$ 40.2	\$ 53.1
Plant	246.8	284.4
Equipment	418.9	402.4
Leasehold improvements	49.9	50.0
Construction in progress	92.9	26.9
Property, plant and equipment – gross	848.7	816.8
Less: Accumulated depreciation	(383.1)	(387.2)
Property, plant and equipment – net	<u>\$ 465.6</u>	<u>\$ 429.6</u>

Depreciation expense was \$42.4 million, \$44.3 million and \$42.3 million for the years ended December 31, 2022, 2021 and 2020, respectively.

NOTE H – GOODWILL AND INTANGIBLE ASSETS

An analysis of changes in the Company’s goodwill by business segment is as follows (in millions):

	MP	AWP	Total
Balance at December 31, 2020, gross	\$ 196.6	\$ 140.6	\$ 337.2
Accumulated impairment	(23.2)	(38.6)	(61.8)
Balance at December 31, 2020, net	173.4	102.0	275.4
Acquisitions	7.3	—	7.3
Foreign exchange effect and other	(1.7)	(0.9)	(2.6)
Balance at December 31, 2021, gross	202.2	139.7	341.9
Accumulated impairment	(23.2)	(38.6)	(61.8)
Balance at December 31, 2021, net	179.0	101.1	280.1
Acquisitions	21.5	—	21.5
Foreign exchange effect and other	(15.5)	(1.7)	(17.2)
Balance at December 31, 2022, gross	208.2	138.0	346.2
Accumulated impairment	(23.2)	(38.6)	(61.8)
Balance at December 31, 2022, net	<u>\$ 185.0</u>	<u>\$ 99.4</u>	<u>\$ 284.4</u>

During the year ended December 31, 2022, the Company recognized goodwill of \$3.5 million in connection with the Steelweld acquisition and \$18.0 million in connection with the ProAll acquisition. During the year ended December 31, 2021, the Company recognized goodwill of \$7.3 million in connection with the MDS acquisition.

The goodwill associated with these transactions was attributable primarily to the assembled workforce and expected synergies from the business combinations. The goodwill was assigned to the MP segment and is not expected to be deductible for income tax purposes. See Note D – “Acquisitions and Dispositions” for additional information regarding the acquisitions.

Intangible assets, net were comprised of the following (in millions):

	Weighted Average Life (in years)	December 31, 2022			December 31, 2021		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets:							
Technology	7	\$ 9.3	\$ (9.2)	\$ 0.1	\$ 9.8	\$ (9.7)	\$ 0.1
Customer Relationships	17	34.8	(26.8)	8.0	31.9	(25.4)	6.5
Land Use Rights	79	4.0	(0.8)	3.2	4.4	(0.8)	3.6
Other	8	29.8	(23.7)	6.1	26.3	(23.1)	3.2
Total definite-lived intangible assets		\$ 77.9	\$ (60.5)	\$ 17.4	\$ 72.4	\$ (59.0)	\$ 13.4

During the year ended December 31, 2022, the Company recognized customer relationships of \$0.6 million with an estimated useful life of three years in connection with the Steelweld acquisition and customer relationships of \$3.2 million with an estimate useful life of nine years and trademarks of \$3.7 million with an estimated useful life of ten years in connection with the ProAll acquisition. During the year ended December 31, 2021, the Company recognized customer relationships of \$6.3 million with an estimated useful life of seven years and trademarks of \$1.3 million with an estimated useful life of ten years in connection with the MDS acquisition. See Note D – “Acquisitions and Dispositions” for additional information regarding these acquisitions.

(in millions)	For the Year Ended December 31,		
	2022	2021	2020
Aggregate Amortization Expense	\$ 2.6	\$ 2.2	\$ 1.8

Estimated aggregate intangible asset amortization expense for each of the next five years is as follows (in millions):

2023	\$ 2.4
2024	2.2
2025	2.1
2026	2.0
2027	1.9

NOTE I – DERIVATIVE FINANCIAL INSTRUMENTS

The Company operates internationally, with manufacturing and sales facilities in various locations around the world. In the normal course of business, the Company uses derivatives to manage commodity, currency and interest rate exposures. For a derivative to qualify for hedge accounting treatment at inception and throughout the hedge period, the Company formally documents the nature and relationships between hedging instruments and hedged items, as well as its risk-management objectives and strategies for undertaking various hedge transactions, and methods of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, significant characteristics and expected terms of a forecasted transaction must be specifically identified, and it must be probable that each forecasted transaction will occur. If it is deemed probable the forecasted transaction will not occur, then the gain or loss would be recognized in current earnings. Financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged. The Company does not engage in trading or other speculative use of financial instruments. The Company records all derivative contracts at fair value on a recurring basis.

Commodity Swaps

Derivatives designated as cash flow hedging instruments include commodity swaps with outstanding notional value of \$22.5 million and \$22.5 million at December 31, 2022 and 2021, respectively. Commodity swaps outstanding at December 31, 2022 mature on or before November 1, 2024. The Company uses commodity swaps to mitigate price risk for hot rolled coil steel. Fair value of commodity swaps are based on observable market data for similar assets and liabilities. Changes in the fair value of commodity swaps are deferred in AOCI. Gains or losses on commodity swaps are reclassified to COGS in the Consolidated Statement of Income (Loss) when the hedged transaction affects earnings.

Cross Currency Swaps

Derivatives designated as net investment hedging instruments include cross currency swaps with outstanding notional value of \$121.4 million and \$68.2 million at December 31, 2022 and 2021, respectively. The Company uses these cross currency swaps to mitigate its exposure to changes in foreign currency exchange rates related to a net investment in a Euro-denominated functional currency subsidiary. Fair values of cross currency swaps are based on the present value of future cash payments and receipts. Changes in the fair value of cross currency swaps are deferred in AOCI. Gains or losses on cross currency swaps are reclassified to Selling, general and administrative expenses in the Consolidated Statement of Income (Loss) when the net investment is liquidated.

Foreign Exchange Contracts

The Company enters into foreign exchange contracts to manage variability of future cash flows associated with changing currency exchange rates. Foreign currency exchange contracts, whether designated or not designated as cash flow hedges, are used to mitigate exposure to changes in foreign currency exchange rates on recognized assets and liabilities. Fair values of these contracts are derived using quoted forward foreign exchange prices to interpolate values of outstanding trades at the reporting date based on their maturities. Foreign exchange contracts outstanding at December 31, 2022 mature on or before July 2023.

The Company had \$7.8 million and \$19.4 million notional value of foreign exchange contracts outstanding that were designated as cash flow hedging instruments at December 31, 2022 and 2021, respectively. For effective hedging instruments, changes in the fair value of foreign exchange contracts are deferred in AOCI until the underlying hedged transactions settle. Gains or losses on foreign exchange contracts are reclassified to COGS in the Consolidated Statement of Income (Loss).

The Company had \$241.1 million and \$139.7 million notional value of foreign exchange contracts outstanding that were not designated as cash flow hedging instruments at December 31, 2022 and 2021, respectively. The majority of gains and losses recognized from foreign exchange contracts not designated as hedging instruments are offset by changes in the underlying exposures the contracts are intended to mitigate, resulting in no material net impact on earnings. Changes in the fair value of these derivative financial instruments are recognized as gains or losses in COGS and Other income (expense) – net in the Consolidated Statement of Income (Loss).

Interest Rate Caps

In October 2021, the Company terminated all outstanding interest rate caps. The Company used interest rate caps to mitigate its exposure to changes in interest rates related to variable rate debt. Fair value of interest rate caps were based on the present value of future cash payments and receipts. Changes in the fair value of interest rate caps were deferred in AOCI. Gains or losses on interest rate caps were reclassified to Interest expense in the Consolidated Statement of Income (Loss) when the underlying hedged transactions occur.

The following table provides the location and fair value amounts of derivative instruments designated and not designated as hedging instruments that are reported in the Consolidated Balance Sheet (in millions):

Instrument (1)	Balance Sheet Account	December 31, 2022		December 31, 2021	
		Derivatives designated as hedges	Derivatives not designated as hedges	Derivatives designated as hedges	Derivatives not designated as hedges
Foreign exchange contracts	Other current assets	\$ —	\$ 1.7	\$ (0.1)	\$ 0.7
Commodity swaps	Other current assets	0.3	—	4.3	—
Foreign exchange contracts	Other current liabilities	(0.3)	(2.0)	—	—
Cross currency swaps - net investment hedge	Other current liabilities	(1.7)	—	(0.5)	—
Commodity swaps	Other current liabilities	(1.5)	—	(1.1)	—
Cross currency swaps - net investment hedge	Other non-current liabilities	(3.0)	—	(2.4)	—
Commodity swaps	Other non-current liabilities	(0.4)	—	—	—
Net derivative asset (liability)		\$ (6.6)	\$ (0.3)	\$ 0.2	\$ 0.7

(1) Categorized as Level 2 under the ASC 820 Fair Value Hierarchy.

The following tables provide the effect of derivative instruments that are designated as hedges in AOCI (in millions):

Instrument	Gain (Loss) Recognized on Derivatives in OCI, net of tax			Income Statement Account	Gain (Loss) Reclassified from AOCI into Income (Loss)		
	Year Ended December 31,				Year Ended December 31,		
	2022	2021	2020		2022	2021	2020
Foreign exchange contracts	\$ (0.1)	\$ (0.1)	\$ (0.6)	Cost of goods sold	\$ 0.1	\$ 0.1	\$ (2.1)
Commodity swaps	(12.1)	2.4	7.0	Cost of goods sold	8.1	15.6	(2.4)
Cross currency swaps - net investment hedges	1.8	4.8	(8.8)	Selling, general and administrative expenses	—	—	—
Interest rate caps	—	2.9	(2.8)	Interest expense	—	(1.2)	(0.4)
Total	\$ (10.4)	\$ 10.0	\$ (5.2)	Total	\$ 8.2	\$ 14.5	\$ (4.9)

The following tables provide the effect of derivative instruments that are designated as hedges in the Consolidated Statement of Income (Loss) (in millions):

	Classification and amount of Gain (Loss) Recognized in Income (Loss)					
	Cost of goods sold			Interest expense		
	Year Ended December 31,					
	2022	2021	2020	2022	2021	2020
Income Statement Accounts in which effects of cash flow hedges are recorded	\$ (3,546.5)	\$ (3,129.4)	\$ (2,537.1)	\$ (49.1)	\$ (51.5)	\$ (65.9)
<u>Gain (loss) reclassified from AOCI into Income (loss):</u>						
Foreign exchange contracts	0.1	0.1	(2.1)	—	—	—
Commodity swaps	8.1	15.6	(2.4)	—	—	—
Interest rate caps	—	—	—	—	(1.2)	(0.4)
<u>Amount excluded from effectiveness testing recognized in Income (loss) based on amortization approach:</u>						
Cross currency swaps - net investment hedge	—	—	—	0.7	0.6	0.5
Total	\$ 8.2	\$ 15.7	\$ (4.5)	\$ 0.7	\$ (0.6)	\$ 0.1

Derivatives not designated as hedges are used to offset foreign exchange gains or losses resulting from the underlying exposures of foreign currency denominated assets and liabilities. The following table provides the effect of non-designated derivatives in the Consolidated Statement of Income (Loss) (in millions):

Instrument	Income Statement Account	Gain (Loss) Recognized in Income (Loss)		
		Year Ended December 31,		
		2022	2021	2020
Foreign exchange contracts	Cost of goods sold	\$ (2.2)	\$ (0.5)	\$ 0.6
Foreign exchange contracts	Other income (expense) – net	0.1	0.5	—
Total		\$ (2.1)	\$ —	\$ 0.6

In the Consolidated Statement of Income (Loss), the Company records hedging activity related to commodity swaps, cross currency swaps, foreign exchange contracts and interest rate caps in the accounts for which the hedged items are recorded. On the Consolidated Statement of Cash Flows, the Company presents cash flows from hedging activities in the same manner as it records the underlying item being hedged.

Counterparties to the Company's derivative financial instruments are major financial institutions and commodity trading companies with credit ratings of investment grade or better and no collateral is required. There are no significant risk concentrations. Management continues to monitor counterparty risk and believes the risk of incurring losses on derivative contracts related to credit risk is unlikely and any losses would be immaterial.

See Note M – “Stockholders’ Equity” for unrealized net gains (losses), net of tax, included in AOCI. Within unrealized net gains (losses) included in AOCI as of December 31, 2022, it is estimated that approximately \$2 million of losses are expected to be reclassified into earnings in the next twelve months.

NOTE J – LONG-TERM OBLIGATIONS

Long-term debt is summarized as follows (in millions):

	December 31,	
	2022	2021
5% Senior Notes due May 15, 2029, net of unamortized debt issuance costs of \$6.0 and \$6.9 million at December 31, 2022 and 2021, respectively	\$ 594.0	\$ 593.1
Credit Agreement – term debt due January 31, 2024 (“Original Term Loan”, as defined below), net of unamortized debt issuance costs of \$0.4 at December 31, 2021	—	77.4
Credit Agreement - revolving line of credit expires on April 1, 2026	177.0	—
Finance lease obligations	4.2	3.5
Other	0.3	0.1
Total debt	775.5	674.1
Less: Current portion of long-term debt	(1.9)	(5.6)
Long-term debt, less current portion	\$ 773.6	\$ 668.5

Credit Agreement

On January 31, 2017, the Company entered into a credit agreement with the lenders and issuing banks party thereto and Credit Suisse AG, Cayman Islands Branch (“CSAG”), as administrative agent and collateral agent, to provide the Company with a multi-currency revolving line of credit and senior secured term loans. This was subsequently amended to include (i) a \$600 million revolving line of credit (the “Revolver”) and (ii) senior secured term loans totaling \$600 million with a maturity date of January 31, 2024 (the “Term Loans”). On April 1, 2021, the Company entered into an amendment and restatement of the credit agreement (as amended and restated, the “Credit Agreement”) which included the following principal changes to the original credit agreement: (i) extension of the term of the Revolver to expire on April 1, 2026, (ii) reinstatement of financial covenants that were waived in 2020, (iii) decrease in the interest rate on the drawn Revolver by 25 basis points and (iv) certain other technical changes, including additional language regarding the potential cessation of LIBOR as a benchmark rate. The Company recorded a loss on early extinguishment of debt related to the amendment and restatement of the Credit Agreement of \$2.4 million in the second quarter of 2021.

In 2019, the Company entered into an Incremental Assumption Agreement and amendment to its credit agreement that provided the Company with an additional term loan (the “2019 Term Loan”) in the amount of \$200.0 million. During the first quarter of 2021, the Company prepaid the 2019 Term Loan prior to its maturity date to reduce the Company’s outstanding debt and lower its leverage. The Company recorded a loss on early extinguishment of debt related to prepayment of \$2.1 million for accelerated amortization of debt acquisition costs and original issue discount. The 2019 Term Loan bore interest at a rate of LIBOR plus 2.75% with a 0.75% LIBOR floor.

During the year ended December 31, 2022 and 2021, the Company prepaid \$78.0 million and \$303.0 million, respectively, of the \$400 million senior secured term loan (“Original Term Loan”) prior to its maturity date to reduce the Company’s outstanding debt and lower its leverage. The Company recorded a loss on early extinguishment of debt related to prepayment of \$0.3 million and \$2.4 million in 2022 and 2021, respectively, for accelerated amortization of debt acquisition costs and original issue discount. The Original Term Loan bore interest at a rate of LIBOR plus 2.00% with a 0.75% LIBOR floor.

Unlimited incremental commitments may be extended at the option of the existing or new lenders and can be in the form of revolving credit commitments, term loan commitments, or a combination of both, with incremental amounts in excess of \$300 million as long as the Company satisfies the maximum permitted level of senior secured leverage as defined in the Credit Agreement.

The Credit Agreement requires the Company to comply with a number of covenants which limit, in certain circumstances, the Company's ability to take a variety of actions, including but not limited to: incur indebtedness; create or maintain liens on its property or assets; make investments, loans and advances; repurchase shares of its common stock; engage in acquisitions, mergers, consolidations and asset sales; redeem debt; and pay dividends and distributions. If the Company's borrowings under the Revolver are greater than 30% of the total revolving credit commitments, the Credit Agreement requires the Company to comply with the following financial tests: (i) minimum required level of the interest coverage ratio of 2.5 to 1.0 and (ii) maximum permitted level of the senior secured leverage ratio of 2.75 to 1.0. The Credit Agreement also contains customary default provisions. The Company was in compliance with all covenants contained in the Credit Agreement as of December 31, 2022.

The Company had no Term Loans outstanding at December 31, 2022 and \$77.8 million, net of discount, in Term Loans outstanding at December 31, 2021. The weighted average interest rate on the Term Loans at December 31, 2021 was 2.75%. The Company had \$177.0 million of Revolver amounts outstanding at December 31, 2022 and no Revolver amounts outstanding at December 31, 2021. The weighted average interest rate on the Revolver at December 31, 2022 was 6.10%.

The Company obtains letters of credit that generally serve as collateral for certain liabilities included in the Consolidated Balance Sheet and guaranteeing the Company's performance under contracts. Letters of credit can be issued under two facilities provided in the Credit Agreement and via bilateral arrangements outside the Credit Agreement.

The Credit Agreement incorporates secured facilities for issuance of letters of credit up to \$400 million (the "\$400 Million Facility"). Letters of credit issued under the \$400 Million Facility decrease availability under the Revolver. The Credit Agreement also permits the Company to have additional secured facilities for the issuance of letters of credit up to \$300 million (the "\$300 Million Facility"). Letters of credit issued under the \$300 Million Facility do not decrease availability under the Revolver.

The Company also has bilateral arrangements to issue letters of credit with various other financial institutions (the "Bilateral Arrangements"). The Bilateral Arrangements are not secured under the Credit Agreement and do not decrease availability under the Revolver.

Letters of credit outstanding (in millions):

	December 31, 2022	December 31, 2021
\$400 Million Facility	\$ —	\$ —
\$300 Million Facility	70.4	62.8
Bilateral Arrangements	48.0	45.0
Total	<u>\$ 118.4</u>	<u>\$ 107.8</u>

On January 31, 2017, the Company entered into a Guarantee and Collateral Agreement with CSAG, as collateral agent for the lenders, granting security and guarantees to the lenders for amounts borrowed under the Credit Agreement. Pursuant to the Guarantee and Collateral Agreement, Terex is required to (a) pledge as collateral the capital stock of the Company's material domestic subsidiaries and 65% of the capital stock of certain of the Company's material foreign subsidiaries and (b) provide a first priority security interest in substantially all of the Company's domestic assets. On December 29, 2022, the Company entered into an amendment to the guarantee and collateral agreement within the Credit Agreement which included the following principal changes to the original agreement: (i) enabling a subsidiary to enter into hedging derivatives with external counterparties and (ii) inclusion of Terex subsidiary entities' cash management services provided by lending banks to be secured under the guarantee and collateral agreement.

5-5/8% Senior Notes

On January 31, 2017, the Company sold and issued \$600.0 million aggregate principal amount of Senior Notes Due 2025 ("5-5/8% Notes") at par in a private offering. The 5-5/8% Notes were jointly and severally guaranteed by certain of the Company's domestic subsidiaries.

On March 15, 2021, the Company delivered a notice for the conditional redemption of all of its outstanding 5-5/8% Notes. On April 5, 2021, the Company redeemed the 5-5/8% Notes in full for \$622.9 million, including redemption premiums of \$16.9 million and accrued but unpaid interest of \$6.0 million. The Company recorded a loss on early extinguishment of debt related to the redemption of the 5-5/8% Notes of \$22.5 million in the second quarter of 2021.

5% Senior Notes

In April 2021, the Company sold and issued \$600.0 million aggregate principal amount of Senior Notes Due 2029 (“5% Notes”) at par in a private offering. The proceeds from the 5% Notes, together with cash on hand, was used: (i) to fund redemption and discharge of the 5-5/8% Notes and (ii) to pay related premiums, fees, discounts and expenses. The 5% Notes are jointly and severally guaranteed by certain of the Company’s domestic subsidiaries.

Schedule of Debt Maturities

Scheduled annual maturities of the principal portion of long-term debt outstanding at December 31, 2022 in the successive five-year period and thereafter are summarized below. Amounts shown are exclusive of minimum lease payments for capital lease obligations (in millions):

2023	\$	0.1
2024		0.1
2025		0.1
2026		177.0
2027		—
Thereafter		600.0
Total Debt		<u>777.3</u>
Less: Unamortized debt issuance costs		(6.0)
Net debt	\$	<u><u>771.3</u></u>

Fair Value of Debt

The Company estimates the fair values of its debt set forth below as of December 31, 2022 and 2021, as follows (in millions, except for quotes):

	<u>2022</u>	<u>Book Value</u>	<u>Quote</u>	<u>Fair Value</u>
5% Notes		\$ 600.0	0.89250	\$ 535.5
	<u>2021</u>	<u>Book Value</u>	<u>Quote</u>	<u>Fair Value</u>
5% Notes		\$ 600.0	1.03000	\$ 618.0
Original Term Loan (net of discount)		77.8	0.99875	77.7

The fair value of debt reported in the table above is based on adjusted price quotations on the debt instruments in an inactive market. The Company believes that the carrying value of its other borrowings, including amounts outstanding, if any, for the revolving credit line under the Credit Agreement, approximate fair market value based on maturities for debt of similar terms. Fair values of debt reported in the table above are categorized under Level 2 of the ASC 820 hierarchy. See Note A – “Basis of Presentation” for an explanation of ASC 820 hierarchy.

The Company paid \$37.4 million, \$51.3 million and \$58.1 of interest in 2022, 2021 and 2020, respectively.

NOTE K – LEASES

Terex has operating leases for real property, vehicles and office and industrial equipment, generally expiring over terms from 1 to 15 years. Many of the leases held by Terex include options to extend or terminate the lease.

Real property leases are used for office, administrative and industrial purposes. The base terms of these leases typically expire between 1 and 15 years, with options to renew between 2 and 15 years. Most of our renewal options are linked to market conditions and Terex cannot estimate how existing renewal options will affect the monthly payments.

The vehicle leases mainly include cars and trucks. Term length for these leases typically varies between 1 and 7 years.

Office and industrial equipment leases primarily include machinery used for conducting business at office locations and manufacturing sites worldwide. Term length for these leases typically varies between 1 and 6 years.

Operating Leases

Operating lease cost consists of the following (in millions):

	Year Ended December 31,		
	2022	2021	2020
Operating lease cost	\$ 32.4	\$ 31.3	\$ 32.0
Variable lease cost	4.3	4.1	4.9
Short-term lease cost	4.6	4.3	4.8
Total operating lease costs	<u>\$ 41.3</u>	<u>\$ 39.7</u>	<u>\$ 41.7</u>

Variable lease costs are expensed as incurred and are not included in the determination of right-of-use assets or lease liabilities. Operating lease obligations consist primarily of commitments to rent real properties.

Supplemental balance sheet information related to leases (in millions, except lease term and discount rate):

	December 31,	
	2022	2021
Operating lease right-of-use assets included within Other assets	<u>\$ 89.4</u>	<u>\$ 99.2</u>
Current maturities of operating leases included within Other current liabilities	\$ 26.3	\$ 20.2
Non-current operating leases included within Other liabilities	62.8	73.1
Total operating lease liabilities	<u>\$ 89.1</u>	<u>\$ 93.3</u>
Weighted average discount rate for operating leases	4.89 %	4.77 %
Weighted average remaining operating lease term in years	5	5

Maturities of operating lease liabilities (in millions):

2023	\$ 29.5
2024	21.9
2025	14.0
2026	9.5
2027	4.3
Thereafter	20.5
Total undiscounted operating lease payments	99.7
Less: Imputed interest	(10.6)
Total operating lease liabilities	89.1
Less: Current maturities of operating lease liabilities	(26.3)
Non-current operating lease liabilities	<u>\$ 62.8</u>

Supplemental cash flow and other information related to operating leases (in millions):

	December 31,	
	2022	2021
Cash paid for amounts included in the measurement of operating lease liabilities	<u>\$ 31.3</u>	<u>\$ 37.1</u>
Operating right-of-use assets obtained in exchange for operating lease liabilities	<u>\$ 20.9</u>	<u>\$ 31.1</u>

NOTE L – RETIREMENT PLANS AND OTHER BENEFITS

U.S. Pension Plan

The Company maintains a nonqualified Supplemental Executive Retirement Plan (“U.S. SERP”). The U.S. SERP provides retirement benefits to certain former U.S. employees of the Company. Generally, the U.S. SERP provides a benefit based on average total compensation earned over a participant’s final five years of employment and years of service reduced by benefits earned under any Company retirement program, excluding salary deferrals and matching contributions. In addition, benefits are reduced by Social Security Primary Insurance Amounts attributable to Company contributions. The U.S. SERP is unfunded and participation in the U.S. SERP has been frozen. There is also a defined contribution plan for certain senior executives of the Company.

Non-U.S. Plans

The Company maintains defined benefit plans in France, Germany, India, Switzerland and the U.K. for some of its subsidiaries. Participation in the U.K. plan has been frozen. The U.K. plan is a funded plan and the Company funds this plan in accordance with funding regulations in the U.K. and a negotiated agreement between the Company and the plan’s trustee. The Switzerland plan is a funded plan and the Company funds this plan in accordance with funding regulations. Participation in the German plans is frozen; however, eligible participants are credited with post-freeze service for purposes of determining vesting and the amount of benefits. The plans in France, Germany, and India are unfunded plans. In Italy and Mexico, there are mandatory termination indemnity plans providing a benefit that is payable upon termination of employment in substantially all cases of termination. The Company records this obligation based on mandated requirements. The measure of current obligation is not dependent on the employees’ future service and therefore is measured at current value.

Other Post-employment Benefits

The Company has several non-pension post-retirement benefit programs. The Company provides post-employment health and life insurance benefits to certain former salaried and hourly employees. The health care programs are contributory, with participants’ contributions adjusted annually, and the life insurance plan is noncontributory.

Savings Plans

The Company sponsors various tax deferred savings plans into which eligible employees may elect to contribute a portion of their compensation. The Company may, but is not obligated to, contribute to certain of these plans. Charges recognized for these savings plans were \$19.9 million, \$17.3 million and \$17.9 million for the years ended December 31, 2022, 2021 and 2020, respectively. For the years ended December 31, 2022, 2021 and 2020, Company matching contributions to tax deferred savings plans were invested at the direction of plan participants.

Information regarding the Company's plans, including U.S. SERP, was as follows (in millions, except percent values):

	U.S. Pension Benefits		Non-U.S. Pension Benefits		Other Benefits	
	2022	2021	2022	2021	2022	2021
Accumulated benefit obligation at end of year	\$ 32.7	\$ 43.6	\$ 95.0	\$ 149.5		
Change in benefit obligation:						
Benefit obligation at beginning of year	\$ 43.6	\$ 46.1	\$ 151.3	\$ 167.3	\$ 2.1	\$ 2.4
Service cost	—	—	1.1	1.1	—	—
Interest cost	1.2	1.1	2.6	2.3	0.1	0.1
Plan amendments	—	—	0.5	(0.2)	—	—
Actuarial loss (gain) ⁽¹⁾	(9.7)	(1.2)	(36.0)	(10.0)	(0.6)	(0.1)
Benefits paid	(2.4)	(2.4)	(7.6)	(6.8)	(0.2)	(0.3)
Foreign exchange effect	—	—	(15.4)	(2.4)	—	—
Benefit obligation at end of year	32.7	43.6	96.5	151.3	1.4	2.1
Change in plan assets:						
Fair value of plan assets at beginning of year	—	—	145.2	139.9	—	—
Actual return on plan assets	—	—	(47.7)	6.1	—	—
Employer contribution	2.4	2.4	6.3	7.1	0.2	0.3
Employee contribution	—	—	0.3	0.2	—	—
Benefits paid	(2.4)	(2.4)	(7.6)	(6.8)	(0.2)	(0.3)
Foreign exchange effect	—	—	(15.3)	(1.3)	—	—
Fair value of plan assets at end of year	—	—	81.2	145.2	—	—
Funded status	\$ (32.7)	\$ (43.6)	\$ (15.3)	\$ (6.1)	\$ (1.4)	\$ (2.1)
Amounts recognized in the statement of financial position are included in:						
Other assets	\$ —	\$ —	\$ —	\$ 7.5	\$ —	\$ —
Other current liabilities	\$ 2.4	\$ 2.3	\$ 0.7	\$ 0.5	\$ 0.2	\$ 0.3
Other non-current liabilities	30.3	41.3	14.6	13.1	1.2	1.8
Total liabilities	\$ 32.7	\$ 43.6	\$ 15.3	\$ 13.6	\$ 1.4	\$ 2.1
Amounts recognized in accumulated other comprehensive loss consist of:						
Actuarial net (gain) loss	\$ (4.3)	\$ 5.6	\$ 50.0	\$ 38.4	\$ (0.5)	\$ —
Prior service cost	—	—	2.7	2.6	—	—
Total amounts recognized in accumulated other comprehensive loss	\$ (4.3)	\$ 5.6	\$ 52.7	\$ 41.0	\$ (0.5)	\$ —

⁽¹⁾ Actuarial gains related to U.S. and non-U.S. pension benefits for the years ended December 31, 2022 and 2021 were due primarily to higher discount rates when compared to the rate used in the prior year.

	U.S. Pension Benefits			Non-U.S. Pension Benefits			Other Benefits		
	2022	2021	2020	2022	2021	2020	2022	2021	2020
Weighted-average assumptions as of December 31:									
Discount rate ⁽¹⁾	5.43 %	2.80 %	2.50 %	4.68 %	1.93 %	1.42 %	5.33 %	2.58 %	2.12 %
Expected return on plan assets	N/A	N/A	N/A	3.94 %	3.93 %	3.93 %	N/A	N/A	N/A
Rate of compensation increase ⁽¹⁾	N/A	N/A	N/A	0.26 %	0.18 %	0.17 %	N/A	N/A	N/A

⁽¹⁾ The weighted average assumptions as of December 31 are used to calculate the funded status at the end of the current year and the net periodic cost for the subsequent year.

	U.S. Pension Benefits			Non-U.S. Pension Benefits			Other Benefits		
	2022	2021	2020	2022	2021	2020	2022	2021	2020
Components of net periodic cost:									
Service cost	\$ —	\$ —	\$ —	\$ 1.1	\$ 1.1	\$ 1.5	\$ —	\$ —	\$ —
Interest cost	1.2	1.1	1.4	2.6	2.3	2.8	0.1	0.1	0.1
Expected return on plan assets	—	—	—	(5.1)	(5.3)	(5.4)	—	—	—
Recognition of prior service cost	—	—	—	0.1	0.1	0.1	—	—	—
Amortization of actuarial loss	0.2	0.3	—	1.1	2.1	1.7	—	—	—
Other	—	—	—	(0.3)	(0.2)	(0.9)	—	—	—
Net periodic cost	<u>\$ 1.4</u>	<u>\$ 1.4</u>	<u>\$ 1.4</u>	<u>\$ (0.5)</u>	<u>\$ 0.1</u>	<u>\$ (0.2)</u>	<u>\$ 0.1</u>	<u>\$ 0.1</u>	<u>\$ 0.1</u>

Components of Net periodic cost other than the Service cost component are included in Other income (expense) - net in the Consolidated Statement of Income (Loss). The Service cost component is included in the same line item or items as other compensation costs arising from services rendered by pertinent employees during the period.

	U.S. Pension Benefits		Non-U.S. Pension Benefits		Other Benefits	
	2022	2021	2022	2021	2022	2021
Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income (Loss):						
Net (gain) loss	\$ (9.7)	\$ (1.3)	\$ 16.8	\$ (10.7)	\$ (0.5)	\$ (0.2)
Amortization of actuarial gain (loss)	(0.2)	(0.2)	(1.2)	(2.1)	—	—
Amortization of prior service cost	—	—	(0.1)	(0.1)	—	—
Foreign exchange effect	—	—	(3.8)	(1.2)	—	—
Total recognized in other comprehensive income (loss)	<u>\$ (9.9)</u>	<u>\$ (1.5)</u>	<u>\$ 11.7</u>	<u>\$ (14.1)</u>	<u>\$ (0.5)</u>	<u>\$ (0.2)</u>

For the Company's plans, including the U.S. SERP, that have accumulated benefit obligations in excess of plan assets, the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were (in millions):

	U.S. Pension Benefits		Non-U.S. Pension Benefits	
	2022	2021	2022	2021
Projected benefit obligation	\$ 32.7	\$ 43.6	\$ 96.5	\$ 52.2
Accumulated benefit obligation	\$ 32.7	\$ 43.6	\$ 95.0	\$ 50.4
Fair value of plan assets	\$ —	\$ —	\$ 81.2	\$ 38.6

Determination of plan obligations and associated expenses requires the use of actuarial valuations based on certain economic assumptions, which includes discount rates and expected rates of return on plan assets. The discount rate enables the Company to estimate the present value of expected future cash flows on the measurement date. The rate used reflects a rate of return on high-quality fixed income investments that matches the duration of expected benefit payments at the December 31 measurement date.

The methodology used to determine the rate of return on non-U.S. pension plan assets was based on average rate of earnings on funds invested and to be invested. Based on historical returns and future expectations, the Company believes the investment return assumptions are reasonable. The expected rate of return of plan assets represents an estimate of long-term returns on the investment portfolio. This assumption is reviewed by the trustees and varies with each of the plans.

The overall investment strategy for non-U.S. defined benefit plans is to achieve a mix of investments to support long-term growth and minimize volatility while maximizing rates of return by diversification of asset types, fund strategies and fund managers. Fixed income investments include investments in European government securities and European corporate bonds and constitute approximately 71% and 70% of the portfolio at December 31, 2022 and 2021, respectively. Equity investments, multi-asset investment funds and real estate investments that invest in a diversified range of property principally in the retail, office and industrial/warehouse sectors constitute approximately 29% and 30% of the portfolio at December 31, 2022 and 2021, respectively. Investments of the plans primarily include investments in companies from diversified industries with 85% invested internationally and 15% invested in North America. The target investment allocations to support the Company's investment strategy for 2023 are approximately 78% to 79% fixed income securities and approximately 21% to 22% equity securities, multi-asset investment funds and real estate investments.

Fair value of cash in the table below is based on price quotations in an active market and therefore categorized under Level 1 of the ASC 820 hierarchy. Fair value of investment funds is priced on the market value of underlying investments in the portfolio and therefore categorized as Level 2 of the ASC 820 hierarchy. Fair value of group annuity insurance contracts is based on techniques that require inputs that are both significant to the fair value measurement and unobservable and therefore categorized as Level 3 of the ASC 820 hierarchy. Specifically, group annuity insurance contracts are valued at original buy in price adjusted for changes in discount rates and other actuarial assumptions. See Note A – "Basis of Presentation," for an explanation of the ASC 820 hierarchy.

The fair value of the Company's plan assets at December 31, 2022 are as follows (in millions):

	Non-U.S. Pension Plans			
	Total	Level 1	Level 2	Level 3
Cash, including money market funds	\$ 2.5	\$ 2.5	\$ —	\$ —
U.S. equities	12.0	—	12.0	—
Non-U.S. equities	8.2	—	8.2	—
Non-U.S. corporate bond funds	2.0	—	2.0	—
Non-U.S. governmental fixed income funds	18.5	—	18.5	—
Group annuity insurance contracts	20.6	—	—	20.6
Real estate	3.3	—	3.3	—
Other securities	14.1	—	14.1	—
Total investments measured at fair value	<u>\$ 81.2</u>	<u>\$ 2.5</u>	<u>\$ 58.1</u>	<u>\$ 20.6</u>

The fair value of the Company's plan assets at December 31, 2021 are as follows (in millions):

	Non-U.S. Pension Plans			
	Total	Level 1	Level 2	Level 3
Cash, including money market funds	\$ 2.3	\$ 2.3	\$ —	\$ —
U.S. equities	22.5	—	22.5	—
Non-U.S. equities	16.5	—	16.5	—
Non-U.S. corporate bond funds	2.3	—	2.3	—
Non-U.S. governmental fixed income funds	29.1	—	29.1	—
Group annuity insurance contracts	34.1	—	—	34.1
Real estate	3.9	—	3.9	—
Other securities	34.5	—	34.5	—
Total investments measured at fair value	<u>\$ 145.2</u>	<u>\$ 2.3</u>	<u>\$ 108.8</u>	<u>\$ 34.1</u>

Changes in fair value measurements of Level 3 investments during the years ended December 31, 2022 and 2021 are as follows (in millions):

	December 31, 2022	December 31, 2021
Balance at beginning of year	\$ 34.1	\$ 35.3
Actuarial gain (loss)	(7.7)	1.4
Interest Income	0.1	0.3
Transfers into (out of) Level 3	(2.3)	(2.4)
Foreign exchange effect	(3.6)	(0.5)
Balance at end of year	<u>\$ 20.6</u>	<u>\$ 34.1</u>

The Company plans to contribute approximately \$3 million to its U.S. defined benefit pension plan and post-retirement plans and approximately \$6 million to its non-U.S. defined benefit pension plans in 2023. During the year ended December 31, 2022, the Company contributed \$2.6 million to its U.S. defined benefit pension plan and post-retirement plans and \$6.3 million to its non-U.S. defined benefit pension plans. The Company's estimated future benefit payments under its plans are as follows (in millions):

Year Ending December 31,	U.S. Pension Benefits	Non-U.S. Pension Benefits	Other Benefits
2023	\$ 2.5	\$ 6.6	\$ 0.2
2024	\$ 2.5	\$ 6.6	\$ 0.2
2025	\$ 2.5	\$ 6.8	\$ 0.1
2026	\$ 2.5	\$ 6.9	\$ 0.1
2027	\$ 2.5	\$ 6.9	\$ 0.1
2028-2032	\$ 12.1	\$ 36.7	\$ 0.5

For the other benefits, for measurement purposes, a 7% rate of increase in the per capita cost of covered health care benefits was assumed for 2022, dropping to 6% in 2023 and then decreasing one-half percentage point per year until it reaches 3.50% for 2028 and thereafter. A one-percentage-point change in assumed health care cost trend rates would not have a material effect on total service and interest cost components or post-retirement benefit obligation.

NOTE M – STOCKHOLDERS’ EQUITY

On December 31, 2022, there were 84.0 million shares of common stock issued and 66.8 million shares of common stock outstanding. Of the 216.0 million unissued shares of common stock at that date, 1.8 million shares of common stock were reserved for issuance for the vesting of restricted stock.

Common Stock in Treasury

The Company values treasury stock on a cost basis. As of December 31, 2022, the Company held 17.2 million shares of common stock in treasury totaling \$560.3 million, which include 0.7 million shares held in a trust for the benefit of the Company’s deferred compensation plan totaling \$20.9 million.

Preferred Stock

The Company’s certificate of incorporation was amended in June 1998 to authorize 50.0 million shares of preferred stock, \$0.01 par value per share. As of December 31, 2022 and 2021, there were no shares of preferred stock outstanding.

Stock-Based Compensation

In May 2021, the stockholders approved the Terex Corporation Amended and Restated 2018 Omnibus Incentive Plan (the “2018 Plan”) which increased the number of shares of common stock (“Shares”) authorized for issuance by 2.0 million. The purpose of the 2018 Plan is to assist the Company in attracting and retaining selected individuals to serve as employees, directors, officers, consultants and advisors of the Company and its subsidiaries and affiliates who will contribute to the Company’s success and to achieve long-term objectives which will inure to the benefit of all stockholders of the Company through the additional incentive inherent in the ownership of the common stock. The 2018 Plan authorizes the granting of (i) options to purchase shares of common stock, (ii) stock appreciation rights, (iii) restricted stock awards, (iv) restricted stock units, (v) other stock awards, (vi) cash awards and (vii) performance awards. Under the 2018 Plan, Shares covering restricted stock awards, restricted stock units and other stock awards shall only be counted as used to the extent that they are actually issued. As of December 31, 2022, 2.8 million shares were available for grant under the 2018 Plan.

During the year ended December 31, 2022, the Company awarded 0.7 million shares of Restricted Stock Awards to its employees with a weighted average grant date fair value of \$40.16 per share. Approximately 60% of these awards are time-based and vest ratably on each of the first three anniversary dates. Approximately 27% cliff vest at the end of a three-year period and are subject to performance targets that may or may not be met and for which the performance period has not yet been completed. Approximately 13% cliff vest and are based on performance targets containing a market condition determined over a three-year period.

Fair value of Restricted Stock Awards is based on the market price at the date of grant approval except for awards based on a market condition. The Company used the Monte Carlo method to determine grant date fair value for awards with a market condition. The Monte Carlo method is a statistical simulation technique used to provide the grant date fair value of an award.

The following table presents the weighted-average assumptions used in the valuations:

	Grant date March 17, 2022	Grant date March 4, 2021	Grant date February 26, 2020
Dividend yields	1.31%	1.12%	2.12%
Expected volatility	54.25%	53.03%	36.36%
Risk free interest rate	2.09%	0.29%	1.14%
Expected life (in years)	3	3	3
Grant date fair value per share	\$44.25	\$54.92	\$21.09

The following table is a summary of restricted stock awards under all of the Company's plans:

	Restricted Stock Awards	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2021	1,887,706	\$ 34.44
Granted	739,307	\$ 40.16
Vested	(895,105)	\$ 34.86
Canceled, expired or other	117,888	\$ 35.34
Nonvested at December 31, 2022	<u>1,849,796</u>	<u>\$ 37.36</u>

As of December 31, 2022, unrecognized compensation costs related to restricted stock totaled approximately \$34 million, which will be expensed over a weighted average period of 1.7 years. The grant date weighted average fair value for restricted stock awards during the years ended December 31, 2022, 2021 and 2020 was \$40.16, \$44.26 and \$22.42, respectively. The total fair value of shares vested for restricted stock awards was \$31.2 million, \$23.0 million and \$37.2 million for the years ended December 31, 2022, 2021 and 2020, respectively.

Tax benefits associated with stock-based compensation were \$4.5 million, \$5.1 million and \$3.5 million for the years ended December 31, 2022, 2021 and 2020, respectively. The excess tax benefit for all stock-based compensation is included in the Consolidated Statement of Cash Flows as an operating cash activity.

Comprehensive Income (Loss)

The following table reflects the accumulated balances of other comprehensive income (loss) (in millions):

	Cumulative Translation Adjustment	Derivative Hedging Adjustment	Debt & Equity Securities Adjustment	Pension Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2020	\$ (208.2)	\$ (0.8)	\$ 2.6	\$ (51.1)	\$ (257.5)
Current year change	63.0	(5.2)	(1.4)	(7.3)	49.1
Balance at December 31, 2020	(145.2)	(6.0)	1.2	(58.4)	(208.4)
Current year change	(42.8)	10.0	(1.2)	13.9	(20.1)
Balance at December 31, 2021	(188.0)	4.0	—	(44.5)	(228.5)
Current year change	(97.5)	(10.4)	(3.5)	(1.7)	(113.1)
Balance at December 31, 2022	<u>\$ (285.5)</u>	<u>\$ (6.4)</u>	<u>\$ (3.5)</u>	<u>\$ (46.2)</u>	<u>\$ (341.6)</u>

As of December 31, 2022, AOCI for the cumulative translation adjustment, derivative hedging adjustment, debt and equity securities adjustment and pension liability adjustment are net of a tax benefit/(provision) of \$7.7 million, \$1.5 million, \$0.9 million and \$1.7 million, respectively.

Changes in Accumulated Other Comprehensive Income (Loss)

The table below presents changes in AOCI by component for the year ended December 31, 2022 and 2021. All amounts are net of tax (in millions).

	Year ended December 31, 2022					Year ended December 31, 2021				
	CTA	Derivative Hedging Adj.	Debt & Equity Securities Adj.	Pension Liability Adj.	Total	CTA	Derivative Hedging Adj. ⁽¹⁾	Debt & Equity Securities Adj.	Pension Liability Adj.	Total
Beginning balance	\$(188.0)	\$ 4.0	\$ —	\$ (44.5)	\$(228.5)	\$(145.2)	\$ (6.0)	\$ 1.2	\$ (58.4)	\$(208.4)
Other comprehensive income (loss) before reclassifications	(97.1)	(4.0)	(3.5)	(2.9)	(107.5)	(42.7)	21.3	(1.2)	11.9	(10.7)
Amounts reclassified from AOCI	(0.4)	(6.4)	—	1.2	(5.6)	(0.1)	(11.3)	—	2.0	(9.4)
Net other comprehensive income (loss)	(97.5)	(10.4)	(3.5)	(1.7)	(113.1)	(42.8)	10.0	(1.2)	13.9	(20.1)
Ending balance	\$(285.5)	\$ (6.4)	\$ (3.5)	\$ (46.2)	\$(341.6)	\$(188.0)	\$ 4.0	\$ —	\$ (44.5)	\$(228.5)

⁽¹⁾ Reclassifications primarily relate to \$12.1 million of income (net of \$3.5 million of tax expense) reclassified from AOCI to Cost of Goods Sold related to commodity swaps.

Share Repurchases

In July 2018, Terex's Board of Directors authorized the repurchase up to \$300 million of the Company's outstanding shares of common stock. In December 2022, Terex's Board of Directors authorized the additional repurchase up to \$150 million of the Company's outstanding shares of common stock. The table below presents shares repurchased, inclusive of transactions executed but not settled, by the Company under this program.

Year Ended December 31,	Total Number of Shares Repurchased	Amount of Shares Repurchased (in millions)
2022	2,862,650	\$96.6
2021	28,688	\$1.2
2020	2,501,900	\$54.6

Dividends

The table below presents dividends declared by Terex's Board of Directors and paid to the Company's shareholders:

Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2022	\$ 0.13	\$ 0.13	\$ 0.13	\$ 0.13
2021	\$ 0.12	\$ 0.12	\$ 0.12	\$ 0.12
2020	\$ 0.12	\$ —	\$ —	\$ —

In February 2023, Terex's Board of Directors declared a dividend of \$0.15 per share, which will be paid on March 20, 2023 to the Company's shareholders of record as of March 9, 2023.

NOTE N – LITIGATION AND CONTINGENCIES

General

The Company is involved in various legal proceedings, including product liability, general liability, workers' compensation liability, employment, commercial, intellectual property and tax litigation, which have arisen in the normal course of operations. The Company is insured for product liability, general liability, workers' compensation, employer's liability, property damage and other insurable risks required by law or contract, with retained liability or deductibles. The Company records and maintains an estimated liability in the amount of management's estimate of the Company's aggregate exposure for such retained liabilities and deductibles. For such retained liabilities and deductibles, the Company determines its exposure based on probable loss estimations, which requires such losses to be both probable and the amount or range of probable loss to be estimable. The Company believes it has made appropriate and adequate reserves and accruals for its current contingencies and the likelihood of a material loss beyond amounts accrued is remote. The Company believes the outcome of such matters, individually and in aggregate, will not have a material adverse effect on its consolidated financial statements. However, outcomes of lawsuits cannot be predicted and, if determined adversely, could ultimately result in the Company incurring significant liabilities which could have a material adverse effect on its results of operations.

Terex Latin América Equipamentos Ltda ICMS Proceedings

Terex Latin America Equipamentos Ltda ("TLA") imports Terex products into Brazil through the state of Espirito Santo to its facility in Sao Paulo. For the 2004 through March 2009 period, TLA used a third-party trading company, SAB, as an agent to process the importation of Terex products. TLA properly paid the Espirito Santo ICMS tax (Brazilian state value-added tax) to SAB for payment to Espirito Santo, which would produce an ICMS credit to be used against imposition of Sao Paulo ICMS tax. SAB went into bankruptcy and may not have actually remitted to Espirito Santo the ICMS tax amounts paid to it by TLA. The Brazilian state of Sao Paulo challenged the credit against Sao Paulo ICMS that TLA claimed and assessed unpaid ICMS tax, penalties and related interest in the amount of approximately BRL 108 million (\$20 million). TLA challenged the claim of Sao Paulo and learned in October 2019 that the Sao Paulo claim has survived the administrative tribunal process. While the Company believes the position of the state of Sao Paulo is without merit and continues to vigorously oppose it, no assurance can be given as to the final resolution of the ICMS litigation or that TLA will not ultimately be required to pay ICMS and interest to the state of Sao Paulo.

Other

The Company is involved in various other legal proceedings which have arisen in the normal course of its operations. The Company has recorded provisions for estimated losses in circumstances where a loss is probable and the amount or range of possible amounts of the loss is estimable.

Credit Guarantees

The Company may assist customers in their rental, leasing and acquisition of its products by facilitating financing transactions directly between (i) end-user customers, distributors and rental companies and (ii) third-party financial institutions, providing recourse in certain circumstances. The current amount of the maximum liability is generally limited to our customer's remaining payments due to the third-party financial institutions at the time of default; however, it cannot be reasonably estimated due to limited availability of the unique facts and circumstances of each arrangement, such as whether changes have been made to the structure of the contractual obligation between the funder and customer.

For credit guarantees outstanding as of December 31, 2022 and 2021, the maximum exposure determined was \$121.4 million and \$143.5 million, respectively. Terms of these guarantees coincide with the financing arranged by the customer and generally do not exceed five years. The allowance for credit losses on credit guarantees was \$6.3 million and \$6.3 million at December 31, 2022 and 2021, respectively.

There can be no assurance that historical experience in used equipment markets will be indicative of future results. The Company's ability to recover losses experienced from its guarantees may be affected by economic conditions in used equipment markets at the time of loss.

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

(in millions)

	Balance Beginning of Year	Charges to Earnings	Other ⁽¹⁾	Deductions ⁽²⁾	Balance End of Year
Year ended December 31, 2022					
Deducted from asset accounts:					
Allowance for doubtful accounts - Current	\$ 9.7	\$ 1.1	\$ (0.4)	\$ (1.0)	\$ 9.4
Allowance for doubtful accounts - Non-current	10.7	—	(0.6)	(9.8)	0.3
Reserve for inventory	57.8	21.6	(2.8)	(15.6)	61.0
Valuation allowances for deferred tax assets	100.0	(24.3)	(1.1)	(11.6)	63.0
Totals	<u>\$ 178.2</u>	<u>\$ (1.6)</u>	<u>\$ (4.9)</u>	<u>\$ (38.0)</u>	<u>\$ 133.7</u>
Year ended December 31, 2021					
Deducted from asset accounts:					
Allowance for doubtful accounts - Current	\$ 9.5	\$ 2.5	\$ (0.8)	\$ (1.5)	\$ 9.7
Allowance for doubtful accounts - Non-current	11.5	—	(0.8)	—	10.7
Reserve for inventory	61.8	15.0	(2.9)	(16.1)	57.8
Valuation allowances for deferred tax assets	112.1	(12.0)	(0.1)	—	100.0
Totals	<u>\$ 194.9</u>	<u>\$ 5.5</u>	<u>\$ (4.6)</u>	<u>\$ (17.6)</u>	<u>\$ 178.2</u>
Year ended December 31, 2020					
Deducted from asset accounts:					
Allowance for doubtful accounts - Current	\$ 9.9	\$ 1.8	\$ 2.6	\$ (4.8)	\$ 9.5
Allowance for doubtful accounts - Non-current	21.3	0.1	0.9	(10.8)	11.5
Reserve for inventory	53.2	8.1	3.1	(2.6)	61.8
Valuation allowances for deferred tax assets	107.0	(1.7)	6.8	—	112.1
Totals	<u>\$ 191.4</u>	<u>\$ 8.3</u>	<u>\$ 13.4</u>	<u>\$ (18.2)</u>	<u>\$ 194.9</u>

⁽¹⁾ Primarily represents the impact of foreign currency exchange, business divestitures and other amounts recorded to accumulated other comprehensive income (loss).

⁽²⁾ Primarily represents the utilization of established reserves, net of recoveries.

CERTIFICATION

I, John L. Garrison, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Terex Corporation;
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.

Date: February 10, 2023

/s/ John L. Garrison, Jr.

John L. Garrison, Jr.

Chairman and Chief Executive Officer

CERTIFICATION

I, Julie A. Beck, certify that:

1. I have reviewed this annual report on Form 10-K of Terex Corporation;
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.

Date: February 10, 2023

/s/ Julie A. Beck

Julie A. Beck
Senior Vice President and
Chief Financial Officer

**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 annual report of Terex Corporation (the “Company”) on Form 10-K for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, John L. Garrison Jr., Chairman and Chief Executive Officer of the Company, and Julie A. Beck, Senior Vice President and Chief Financial Officer of the Company, certify, to the best of our knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (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.

/s/ John L. Garrison, Jr.
John L. Garrison, Jr.
Chairman and Chief Executive Officer

February 10, 2023

/s/ Julie A. Beck
Julie A. Beck
Senior Vice President and
Chief Financial Officer

February 10, 2023

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Terex Corporation and will be retained by Terex Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Shareholder Information

BOARD OF DIRECTORS

John L. Garrison, Jr.
Chairman and Chief Executive Officer

David A. Sachs
Partner, Ares Management Corp
Lead Director, Terex Corporation

Paula H. J. Cholmondeley
Private Consultant, Strategic Planning

Donald Defosset
Chairman, President and
Chief Executive Officer (retired)
Walter Industries, Inc.

Thomas J. Hansen
Vice Chairman (retired)
Illinois Tool Works, Inc.

Sandie O'Connor
Chief Regulatory Affairs Officer (retired)
JP Morgan Chase & Company

Christopher Rossi
President and Chief Executive Officer
Kennametal, Inc.

Andra Rush
Chair and Chief Executive Officer
Rush Group

CORPORATE LEADERSHIP

John L. Garrison, Jr.
Chairman and Chief Executive Officer

Julie A. Beck
Senior Vice President,
Chief Financial Officer

Stacey Babson Kaplan
Senior Vice President,
Chief Sustainability & Compliance Officer

Andrew K. Campbell
Senior Vice President,
Chief Information Officer

Amy J. George
Senior Vice President,
Chief Human Resources Officer

Kieran Hegarty
President, Terex Materials Processing

Simon A. Meester
President, Genie

Scott J. Posner
Senior Vice President,
General Counsel & Secretary

Randy S. Williamson
Senior Vice President,
Corporate Development
& Chief Strategy Officer

TRANSFER AGENT AND REGISTRAR

**American Stock Transfer
& Trust Company**
6201 15th Avenue
Brooklyn, NY 11219

Telephone: 800-937-5449
or 718-921-8124

Shareholders seeking information concerning stock transfers, changes of address and lost certificates should contact the company's stock transfer agent directly. American Stock Transfer & Trust Company may also be contacted at help@astfinancial.com.

STOCK INFORMATION

Stock Symbol: TEX
Stock Exchange: New York Stock Exchange

The high and low quarterly sales prices for the past two years of Terex Corporation are as follows (\$):

	2022	Q1	Q2	Q3	Q4
High	47.49	37.83	38.32	46.47	
Low	35.04	26.64	26.76	30.04	
	2021	Q1	Q2	Q3	Q4
High	50.09	55.60	53.82	51.45	
Low	33.96	40.79	41.77	38.95	

ANNUAL REPORT/FORM 10-K

Copies of the Annual Report/Form 10-K are available by downloading from <https://investors.terex.com>.

ANNUAL MEETING

A virtual Annual Meeting of Shareholders will be held at 10 a.m. (Eastern Time) on May 18, 2023.

CORPORATE HEADQUARTERS

Terex Corporation
45 Glover Ave, 4th Floor
Norwalk, CT 06850, USA
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This Annual Report generally speaks as of December 31, 2022 and excludes discontinued operations. This annual report contains forward-looking information based on current expectations of Terex. Because forward-looking statements involve risks and uncertainties, actual results could differ materially. For a more detailed description of such risks and uncertainties, see the Terex Annual Report on Form 10-K, included with this Annual Report, under the headings "Risk Factors" and "Forward-Looking Information." The forward-looking statements contained herein speak only as of the date of this Annual Report. Terex expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained in this Annual Report to reflect any change in its expectations. This Annual Report refers to various non-GAAP (U.S. generally accepted accounting principles) financial measures. The non-GAAP measures may not be comparable to similarly titled measures being disclosed by other companies. Terex believes that this information is useful to understanding its operating results and the ongoing performance of its underlying businesses. The photographs, products, and service names included in this Annual Report may be trademarks, service marks, or trade names of Terex Corporation and/or its subsidiaries in the USA and other countries and all rights are reserved. Terex is a Registered Trademark of Terex Corporation in the USA and many other countries. Copyright 2023 Terex Corporation.



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