20240715029955

Årsredovisning

för

Cefar-Compex Medical Aktiebolag

556528-3610

Räkenskapsåret

2023

Årsstämma denna dag fastställde en likalydande resultat- och balansräkning. Stämman beslöt tillika att godkänna styrelsens förslag till resultatdisposition.

2024-07-12

.....

Styrelseledamot

20240715029996

Styrelsen för Cefar-Compex Medical Aktiebolag avger följande årsredovisning för räkenskapsåret 2023.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i tusentals kronor (Tkr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Bolaget är holdingbolag i Cefar-Compex koncernen. Koncernen omfattar tre bolag, varav två är verksamhetsdrivande. Samtliga bolag finns i Europa.

Bolaget har tidigare räkenskapsår utfört lednings- och administrationstjänster till andra koncernförerag, men denna verksamhet upphörde i början av 2010. Bolagets verksamhet består härefter i att förvalta andelar i dotterbolag.

Företaget har sitt säte i Malmö.

Ägarförhållanden

Bolaget är helägt dotterbolag till Colfax Group GmbH med säte i Tyskland och ingår i den internationella koncernen Enovis Corporation.

Flerårsöversikt (Tkr)	**2023**	**2022**	**2021**	**2020**
Nettoomsättning	0	0	0	0
Resultat efter finansiella poster	-41	-36	-55	-35
Balansomslutning	240 990	241 031	241 067	238 443
Soliditet (%)	100,0	100,0	100,0	100,0

Förändringar i eget kapital

	Aktie-kapital	Reserv-fond	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång	8 655	41 818	190 594	-36	**241 031**
Disposition enligt beslut av årsstämman:					
Balanseras i ny räkning			-36	36	**0**
Årets resultat				-41	**-41**
Belopp vid årets utgång	***8 655***	***41 818***	***190 558***	***-41***	**240 990**

AB

JBL

20240715102997

Förslag till vinstdisposition
Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	190 558 190
årets förlust	-41 341
	190 516 849
disponeras så att	
i ny räkning överföres	190 516 849
	190 516 849

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

20240715102998

Resultaträkning

Tkr

	Not	2023-01-01 -2023-12-31	2022-01-01 -2022-12-31
Rörelsens intäkter			
		0	0
Rörelsens kostnader			
Övriga externa kostnader		-41	-36
		-41	-36
Rörelseresultat	2	-41	-36
Resultat efter finansiella poster		-41	-36
Resultat före skatt		-41	-36
Årets resultat		-41	-36

20240715029999

Balansräkning
Tkr

	Not	2023-12-31	2022-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	3	220 996	220 996
Uppskjuten skattefordran	4	7	7
		221 003	**221 003**
Summa anläggningstillgångar		**221 003**	**221 003**
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag		19 987	20 028
		19 987	**20 028**
Summa omsättningstillgångar		**19 987**	**20 028**
SUMMA TILLGÅNGAR		**240 990**	**241 031**

20240715030000

Balansräkning

Tkr

	Not	2023-12-31	2022-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital	5		
Bundet eget kapital			
Aktiekapital		8 655	8 655
Reservfond		41 818	41 818
		50 473	**50 473**
Fritt eget kapital			
Balanserad vinst eller förlust		190 558	190 594
Årets resultat		-41	-36
		190 517	**190 558**
Summa eget kapital		**240 990**	**241 031**
SUMMA EGET KAPITAL OCH SKULDER		**240 990**	**241 031**

AB

20240715030001

Noter
Tkr

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Fordringar
Fordringar har upptagits till de belopp varmed de beräknas inflyta.

Övriga tillgångar, avsättnngar och skulder
Övriga tillgångar, avsättningar och skulder har värderats till anskaffningsvärden om inget annat anges nedan.

Nedskrivningar
Skulle en indikation om en värdenedgång beträffande en tillgång föreligga fastställs dess återvinningsvärde. Överstiger tillgångens bokförda värde återvinningsvärdet skrivs tillgången ner till detta värde. Återvinningsvärdet definieras som det högsta av marknadsvärdet och nyttjandevärdet.

Nyttjandevärdet definieras som nuvärdet av de uppskattade framtida betalningar som tillgången genererar. Nedskrivningarna redovisas över resultaträkningen.

Inkomstskatter
Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Uppskjuten skatt
Uppskjuten skatt är inkomstskatt som avser framtida räkenskapsår till följd av tidigare händelser. Redovisning sker enligt balansräkningsmetoden. Enligt denna metod redovisas uppskjutna skatteskulder och uppskjutna skattefordringar på temporära skillnader som uppstår mellan bokförda respektive skattemässiga värden för tillgångar och skulder samt för övriga skattemässiga avdrag eller underskott.

Uppskjutna skattefordringar nettoredovisas mot uppskjutna skatteskulder endast om de kan betalas med ett nettobelopp. Uppskjuten skatt beräknas utifrån gällande skattesats på balansdagen. Effekter av förändringar i gällande skattesatser resultatförs i den period förändringen lagstadgats. Uppskjuten skattefordran redovisas som finansiell anläggningstillgång och uppskjuten skatteskuld som avsättning.

Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den omfattning det är sannolikt att avdragen kan avräknas mot framtida skattemässiga överskott.

Not 2 Inköp och försäljning mellan koncernföretag
Under året har inga koncerninterna inköp eller försäljningar ägt rum.

AJ

20240715030002

Not 3 Andelar i koncernföretag

	2023-12-31	2022-12-31
Ingående anskaffningsvärden	220 996	220 996
Utgående ackumulerade anskaffningsvärden	**220 996**	**220 996**
Utgående redovisat värde	**220 996**	**220 996**

Not 4 Uppskjuten skattefordran

	2023-12-31	2022-12-31
Ingående anskaffningsvärden	7	7
Utgående ackumulerade anskaffningsvärden	**7**	**7**
Utgående redovisat värde	**7**	**7**

Ackumulerat underskottsavdrag uppgår till 167 kkr och motsvarar en uppskjuten skatt om 34 kkr, varav 27 kkr ej är uppbokad som skattefordran.

Not 5 Antal aktier och kvotvärde

	Antal aktier	Kvot-värde
Antal/värde vid årets ingång	7 789 050	1,11
Antal/värde vid årets utgång	7 789 050	1,11

Not 6 Uppgifter om moderföretag

Bolaget är helägt dotterbolag till Colfax Group GmbH med säte i Baden-Württemberg, Tyskland. Moderbolaget ingår i den internationella koncernen Enovis Corporation. Koncernens slutliga ägare är Colfax Corporation, USA, som är noterat på New York Stock Exchanges. Moderföretaget i den minsta koncernen vari bolaget ingår som upprättar koncernredovisning är Enovis Corporation med säte i USA. Moderföretagets koncernredovisning finns att tillgå på www.enovis.com. Moderföretaget i den största koncernen vari bolaget ingår som upprättar koncernredovisning är Colfax Corporation, USA. Moderföretagets koncernredovisning finns att tillgå på www.colfaxcorp.com.

Bolaget är moderbolag, men med stöd av ÅRL 7 kap 2 § upprättas inte någon koncernredovisning.

AG

20240715030003

Malmö 2024-07-17.

Schaller Frederic
Ordförande

Christian Hjortgaard

Daniel Alexis Pryor

Erik Wals

Valentin Marku

Vår revisionsberättelse har lämnats 2024-07-17.

Forvis Mazars AB

Anders Björnstedt
Auktoriserad revisor

Fotokopians överensstämmelse
med originalet intygas:

.....

20240715030004

Malmö 2024-07-12

Schaller Frederic
Ordförande

Christian Hjortgaard

Daniel Alexis Pryor

Erik Wals

Valentin Marku

Vår revisionsberättelse har lämnats

Forvis Mazars AB

Anders Björnstedt
Auktoriserad revisor

Fotokopians överensstämmelse
med originalet intygas:

20240715030005

Malmö 2024-07-17

Schaller Frederic
Ordförande

Christian Hjortgaard

Erik Wals

Daniel Alexis Pryor

Valentin Marku

Vår revisionsberättelse har lämnats

Forvis Mazars AB

Anders Björnstedt
Auktoriserad revisor

Fotokopians överensstämmelse med originalet intygas:

20240715030006

Malmö 2024-07-17

Schaller Frederic
Ordförande

Christian Hjortgaard

Daniel Alexis Pryor

Erik Wals

Valentin Marku

Vår revisionsberättelse har lämnats

Forvis Mazars AB

Anders Björnstedt
Auktoriserad revisor

Fotokopians överensstämmelse
med originalet intygas:

20240715103007

REVISIONSBERÄTTELSE

Till bolagsstämman i Cefar-Compex Medical AB
Org. nr 556528-3610

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Cefar-Compex Medical AB för år 2023.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Cefar-Compex Medical AB:s finansiella ställning per den 2023-12-31 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Cefar-Compex Medical AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller på misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

AD

20240715030008

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Cefar-Compex Medical AB för år 2023 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Cefar-Compex Medical AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Anmärkning

Årsredovisningen har inte upprättats i sådan tid att det varit möjligt, enligt 7 kap 10 § aktiebolagslagen, att hålla årsstämma inom sex månader efter räkenskapsårets utgång.

Landskrona 2024-07-12

Forvis Mazars AB

Anders Björnstedt
Auktoriserad revisor

Fotokopians överensstämmelse med originalet intygas:

.....

0001015027452024

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

Form 10-K

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

For the fiscal year ended December 31, 2023

or

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

For the transition period from _____ to _____

Commission file number 001-34045

ENOVIS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware *State or other jurisdiction of incorporation or organization*	**54-1887631** *(I.R.S. Employer Identification No.)*
2711 Centerville Road, Suite 400 **Wilmington, Delaware** *(Address of principal executive offices)*	**19808** (Zip Code)

Registrant's telephone number, including area code: **302-252-9160**

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

Title of	Trading Symbol(s)	Name of Exchange on which Registered
Common Stock, par value $0.001 per share	ENOV	New York Stock Exchange

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the egistrant 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 definitions of "large accelerated filer," "accelerated filer" "smaller reporting ompany" 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 egistered 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-(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 common shares held by non-affiliates of the Registrant on June 30, 2023 was $3.478 billion based upon the aggregate price of the registrant's common shares as quoted on the New York Stock Exchange composite tape on such ate.

As of February 16, 2024, the number of shares of the Registrant's common stock outstanding was 54,619,822.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the Registrant's definitive proxy statement for its 2024 annual meeting of stockholders to be filed pursuant to Regulation 14A within 120 days after the end of the Registrant's fiscal year covered by this report. With the exception of the sections of the 2024 Proxy Statement specifically incorporated herein by reference, the 2024 Proxy Statement is not deemed to be filed as part of this Form 10-K.

TABLE OF CONTENTS

Item		Description	Page
	Special Note Regarding Forward-Looking Statements		2
	Risk Factor Summary		2
		Part I	
1	Business		4
1A	Risk Factors		16
1B	Unresolved Staff Comments		31
1C	Cybersecurity		31
2	Properties		32
3	Legal Proceedings		33
4	Mine Safety Disclosures		33
	Information about our Executive Officers		34
		Part II	
5	Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities		36
6	[Reserved]		37
7	Management's Discussion and Analysis of Financial Condition and Results of Operations		38
7A	Quantitative and Qualitative Disclosures About Market Risk		57
8	Financial Statements and Supplementary Data		58
9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure		106
9A	Controls and Procedures		106
9B	Other Information		107
9C	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections		107
		Part III	
10	Directors, Executive Officers and Corporate Governance		108
11	Executive Compensation		108
12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters		108
13	Certain Relationships and Related Transactions, and Director Independence		108
14	Principal Accountant Fees and Services		108
		Part IV	
15	Exhibits and Financial Statement Schedules		109
16	Form 10-K Summary		114
	Signatures		115

Unless otherwise indicated, references in this Annual Report on Form 10-K (this "Form 10-K") to "Enovis," "the Company," "we," "our," and "us" refer to Enovis Corporation and its subsidiaries.

0001502746

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this Form 10-K that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Exchange Act. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this Form 10-K is filed with the Securities and Exchange Commission (the "SEC"). All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements regarding: the Company's recently completed acquisition (the "Lima Acquisition") of LimaCorporate S.p.A. ("Lima"); the impacts of the completed spin-off of ESAB Corporation ("ESAB") into an independent publicly traded company (the "Separation"); the anticipated benefits of the Separation; the expected financial and operating performance of, and future opportunities for the Company following the Separation; the impact of public health emergencies and global pandemics (including COVID-19); projections of revenue, profit margins, expenses, tax provisions and tax rates, earnings or losses from operations, impact of foreign exchange rates, cash flows, synergies or other financial items; plans, strategies and objectives of management for future operations including statements relating to potential acquisitions, compensation plans or purchase commitments; developments, performance, industry or market rankings relating to products or services; future economic conditions or performance, including the impact of increasing inflationary pressures; the outcome of outstanding claims or legal proceedings; potential gains and recoveries of costs; assumptions underlying any of the foregoing; and any other statements that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future. Forward-looking statements may be characterized by terminology such as "believe," "anticipate," "should," "would," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy," "target," "aim," "seek," "see," and similar expressions. These statements are based on assumptions and assessments made by our management as of the filing of this Form 10-K in light of their experience and perception of historical trends, current conditions, expected future developments and other factors we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties and actual results could differ materially due to numerous factors, including but not limited to the risks discussed in "Risk Factor Summary" below.

Any such forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ materially from those envisaged by such forward-looking statements. These forward-looking statements speak only as of the date this Form 10-K is filed with the SEC. We do not assume any obligation and do not intend to update any forward-looking statement except as required by law.

RISK FACTOR SUMMARY

The following summarizes the principal factors that make an investment in Enovis speculative or risky, all of which are more fully described in the "Risk Factors" in Item 1A. "Risk Factors" in Part I of this Form 10-K. This summary should be read in connection with the "Risk Factors" section and should not be relied upon as an exhaustive summary of the material risks facing our business.

The following factors could materially adversely affect our business, financial condition, results of operations, liquidity and the trading price of our common stock.

Risks Related to Our Business and Operations

- An inability to identify suitable acquisition candidates, complete any proposed acquisitions or successfully integrate the businesses we acquire.
- The availability of additional capital and our inability to pursue our growth strategy without it.
- Our indebtedness and our debt agreements, which contain restrictions that limit our flexibility in operating our business.
- Our restructuring activities, which may subject us to additional uncertainty in our operating results.
- Any impairment in the value of our intangible assets, including Goodwill.
- A material disruption at any of our manufacturing facilities.
- Any failure to maintain and protect our intellectual property rights or challenges to these rights by third parties.

- The effects of contagious diseases, such as the COVID-19 pandemic, terrorist activity, man-made or natural disasters and war.
- Significant movements in foreign currency exchange rates.
- The availability of raw materials, as well as parts and components used in our products, as well as the impact of raw material, energy and labor price fluctuations and supply shortages.
- The competitive environment in which we operate.
- Changes in our tax rates or exposure to additional income tax liabilities.
- Our reliance on a variety of distribution methods to market and sell our medical device products.

Risks Related to Government Regulation and Litigation

- Extensive government regulation and oversight of our products, including the requirement to obtain and maintain regulatory approvals and clearances.
- Safety issues or recalls of our products.
- Failure to comply with federal and state regulations related to the manufacture of our products.
- Risks associated with improper marketing or promotion of our products.
- Impacts of potential legislative or regulatory reforms on our business.
- Risks associated with the clinical trial process.
- Risks associated with the failure to comply with governmental regulations for products for which we obtain clearance or approval.
- Risks associated with product liability lawsuits.
- Our ability to obtain coverage and adequate levels of reimbursement from third-party payors for our medical device products.
- Audits or denials of claims by government agencies.
- Federal and state health reform and cost control efforts.
- Our failure or the failure of our employees or third parties with which we have relationships to comply with healthcare laws and regulations.
- Our relationships with leading surgeons who assist with the development and testing of our products and our ability to comply with enhanced disclosure requirements regarding payments to physicians.
- Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements.
- Our information technology infrastructure and information are vulnerable to service interruptions, data corruption, cyber-based attacks or network security breaches, which could result in the disruption of operations or the loss of data confidentiality.
- Failure to comply with anti-bribery and export control laws, economic sanctions or other trade laws.
- Risks associated with non-compliance with non-U.S. laws, regulations and policies.

Risks Relating to the Separation

- Our ability to achieve some or all of the expected benefits of the Separation.
- If the Separation and/or certain related transactions do not qualify as transactions that are generally tax-free for U.S. federal income tax purposes, we and our stockholders could be subject to significant tax liabilities.
- Potential indemnification liabilities to ESAB pursuant to the separation and distribution agreement and other related agreements.

General and Other Risks

- Changes in the general economy.
- Disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine.
- The loss of key leadership or the inability to attract, develop, engage, and retain qualified employees.
- The issuances of additional Common and Preferred stock, which may adversely affect the market price of common stock.
- Provisions in our governing documents and Delaware law, which may delay or prevent an acquisition of Enovis that may be beneficial to our stockholders.

PART I

Item 1. *Business*

General

Enovis Corporation (the "Company", "Enovis", "we" or "us", and previously "Colfax Corporation" or "Colfax") is a medical technology company focused on developing clinically differentiated solutions that generate measurably better patient outcomes and transform workflows by manufacturing, and distributing high-quality medical devices with a broad range of products used for reconstructive surgery, rehabilitation, pain management and physical therapy. Our products address the continuum of patient care from injury prevention to rehabilitation after surgery or injury or from degenerative disease, enabling people to regain or maintain their natural motion. We seek to leverage our Enovis Growth eXcellence business system ("EGX"), a set of tools, processes, and culture, to continuously improve our ability to enable great patient outcomes and to drive and fuel growth.

On April 4, 2022, we completed the separation of the last of our industrial businesses, the fabrication technology business, through a tax-free, pro-rata distribution of 90% of the outstanding common stock of ESAB Corporation ("ESAB") to Colfax stockholders. Prior to the Separation, we were a leading diversified technology company that provided fabrication technology and medical device products and services to customers around the world, principally under the ESAB and DJO brands. To affect the Separation, we distributed to our stockholders one share of ESAB common stock for every three shares of Colfax common stock held at the close of business on March 22, 2022, with the Company retaining 10% of the shares of ESAB common stock immediately following the Separation. Upon completion of the Separation, Colfax, which retained the Company's specialty medical technology business, changed its name to Enovis Corporation and began trading under the stock symbol "ENOV" on the New York Stock Exchange on April 5, 2022. Immediately following the Separation, the Company effected a one-for-three reverse stock split of all issued and outstanding shares of Enovis common stock. Following the completion of the Separation, the Company revised its reporting structure and conducts its business through two operating segments, "Prevention & Recovery" and "Reconstructive".

We divested our remaining 10% ownership stake in ESAB on November 18, 2022 by exchanging with a lender under the Company's Credit Agreement, dated as of April 4, 2022 (the "Enovis Credit Agreement"), ESAB common stock for $230.5 million of the $450.0 million term loan outstanding under our Credit Agreement.

During the year ended December 31, 2023, we completed three acquisitions within our Reconstructive segment and two investments within our Prevention & Recovery segment. See Note 5, "Acquisitions and Investments", for further information.

Our business management system, EGX, is integral to our operations. EGX is our culture and incorporates our values and drives our behaviors. EGX consists of a comprehensive set of tools, and repeatable, teachable processes that we use to drive continuous improvement and create superior value for our customers, shareholders and associates. We believe that our management team's access to, and experience in, the application of the EGX methodology is one of our primary competitive strengths. EGX was referred to as Colfax Business Systems, or CBS, prior to the Separation.

Each year, Enovis associates in every business develop strategic and operating plans that are based on the principle of the *Voice of the Customer*. In these plans, we are clear about our market realities, our threats, our risks, our opportunities and, most importantly, our vision. Our belief is that when we use the tools of EGX to drive the implementation of these plans, we are able to uniquely provide customers with the world-class quality, delivery, cost and innovation they require. We believe that performance ultimately helps our customers and Enovis sustainably grow and succeed.

The COVID-19 pandemic, actions taken in response to it, as well as other market dynamics caused economic disruptions impacting the results of operations in 2021 and 2022. The emergence of variants and outbreaks caused some volatility which slowed the pace of recovery in 2022. We also experienced cost inflation, supply chain challenges, such as logistics delays in 2022, as well as staffing shortages experienced by our customers (healthcare providers) that reduced capacity and procedures. The actions taken to mitigate impacts to our supply chain, including purchasing and producing additional inventory helped to protect our ability to meet customer demand during this time.

Reportable Segments

We report our operations through the Prevention & Recovery and Reconstructive segments. We develop, manufacture and

distribute high-quality medical devices and services across the continuum of patient care from injury prevention to joint replacement to rehabilitation after surgery, injury or from degenerative disease, enabling people to regain or maintain their natural motion. We reach a diverse customer base through multiple distribution channels, that include both independent distributors and direct salespeople, and provide a wide range of medical devices and related products to orthopedic specialists and other healthcare professionals operating in a variety of patient treatment settings and to retail consumers.

Prevention & Recovery

Our Prevention & Recovery segment includes products that are used by orthopedic specialists, surgeons, primary care physicians, pain management specialists, physical therapists, podiatrists, chiropractors, athletic trainers and other healthcare professionals to treat patients with musculoskeletal conditions resulting from degenerative diseases, deformities, traumatic events and sports-related injuries. In addition, many of our non-surgical medical devices and related accessories are used by athletes and patients for injury prevention and at-home physical therapy treatment. Our Prevention & Recovery product lines include rigid and soft orthopedic bracing, hot and cold therapy, bone growth stimulators, vascular therapy systems and compression garments, therapeutic shoes and inserts, electrical stimulators used for pain management and physical therapy products.

Reconstructive

Our Reconstructive segment is an innovation-driven leader offering a comprehensive suite of reconstructive joint products for the hip, knee, shoulder, elbow, foot, ankle, and finger and surgical productivity tools.

The following discussion includes information that is common to both of our reportable segments, unless indicated otherwise.

Industry and Competition

Our Prevention & Recovery segment generates approximately 67% of its revenues in the U.S. and the majority of the remaining balance in Europe. The markets in which our Prevention & Recovery segment competes are highly competitive and fragmented. We believe the principal elements of competition are innovation to create better patient outcomes, product quality, product reliability, brand names, and price. Key competitors for our Prevention & Recovery segment include Össur and Breg, Inc.

Our Reconstructive segment generates approximately 68% of its revenues in the U.S. and the majority of the remaining balance in Europe. The markets in which our Reconstructive segment competes are highly competitive and fragmented. We believe the principal elements of competition are innovation to create better patient outcomes, product quality, product reliability, brand names, and price. We compete in the Reconstructive segment with large companies that have significantly greater financial, marketing and other resources than we do, as well as numerous smaller niche companies. Key competitors for our Reconstructive segment include Stryker, Zimmer Biomet, and DePuy Synthes, the medical device business within Johnson & Johnson.

Given our history of innovation and the experience of our management team, we are capable of effectively competing in our markets. The comprehensive range of products we offer enables us to reach a diverse customer base through multiple distribution channels with numerous opportunities to increase our growth across our markets. Our management believes that we are a leading competitor in each of our markets with leading and well-recognized brands.

International Operations

Our principal market for our Prevention & Recovery and Reconstructive segments outside the U.S. is Europe. For the year ended December 31, 2023, approximately 32% of our Net sales were derived from operations outside the U.S., the majority of which is in Europe with the remaining portion mostly in the Asia-Pacific region.

Our international operations subject us to certain risks. See Part I. Item 1A. "Risk Factors—Risks Related to Our Business and Operations".

0410107748

Research and Development

Our research and development activities vary by operating segment, focusing on innovation; developing new products, software and services, as well as the enhancement of existing products with the latest technology and updated designs; creating new applications for existing products; lowering the cost of manufacturing our existing products; and redesigning existing product lines to increase efficiency, improve durability, enhance performance and usability.

We receive new product and invention ideas from orthopedic surgeons and other healthcare professionals. We seek to obtain rights to ideas we consider promising from a clinical and commercial perspective through entering into either assignment or licensing agreements. We maintain contractual relationships with orthopedic surgeons who assist us in developing our products and may also provide consulting services in connection with our products.

Intellectual Property

We rely on a combination of intellectual property rights, including patents, trademarks, copyrights, trade secrets and contractual provisions to protect our intellectual property both in the U.S. and around the world for both segments. Although we highlight recent additions to our patent portfolio as part of our marketing efforts, we do not consider any one patent or trademark or any group thereof essential to our business as a whole or to any of our business operations. We also rely on proprietary product knowledge and manufacturing processes in our operations. We do not rely solely on our patents and other intellectual property rights to maintain our competitive position. We believe that the development and marketing of new products and improvement of existing ones is, and will continue to be, more important to our competitive position than relying solely on existing products and intellectual property.

Raw Materials

We obtain raw materials, component parts and supplies from a variety of global sources, generally each from more than one supplier. Our principal raw materials and components for our Prevention & Recovery segment are ethylene-vinyl acetate copolymer form for our bracing and vascular products. Our principal raw materials and components for our Reconstructive segment are cobalt-chromium alloy, stainless steel alloys, titanium alloy and ultra-high molecular weight polyethylene for our surgical implant products. Recent global supply chain issues have created challenges in acquiring certain raw materials, component parts and supplies; however, our general use of more than one supplier for these helps to mitigate the risk of shortages or delays in the global supply chain. Refer to the Risk Factor captioned "We are dependent on the availability of raw materials, as well as parts and components used in our products," for more information on this risk. We believe our sources of raw materials are adequate for our needs for the foreseeable future and the loss of any one supplier would not have a material adverse effect on our business or results of operations.

Seasonality

Our sales typically peak in the fourth quarter; however, the business impact caused by the COVID-19 pandemic has distorted the effects of historical seasonality patterns.

Regulatory Environment

U.S. Food and Drug Administration Regulation

In the United States, our products generally are subject to regulation by the Food and Drug Administration (the "FDA") as medical devices pursuant to the Federal Food Drug and Cosmetic Act (the "FDCA"). The FDA regulates the development, design, non-clinical and clinical research, manufacturing, safety, efficacy, labeling, packaging, storage, installation, servicing, recordkeeping, premarket clearance or approval, adverse event reporting, advertising, promotion, marketing and distribution, and import and export of medical devices to ensure that medical devices distributed domestically are safe and effective for their intended uses and otherwise meet the requirements of the FDCA.

FDA Premarket Clearance and Approval Requirements

Unless an exemption applies, each medical device commercially distributed in the United States requires either FDA clearance of a 510(k) premarket notification, grant of a de novo application, or approval of a premarket approval ("PMA"). Under the FDCA, medical devices are classified into either Class I, Class II or Class III, depending on the degree of associated

risk and the extent of manufacturer and regulatory control needed to ensure safety and effectiveness. Class I includes devices with the lowest patient risk and are those for which safety and effectiveness can be assured by adherence to the FDA's general controls for medical devices, including compliance with applicable portions of the Quality System Regulation ("QSR") facility registration and product listing, reporting of adverse medical events, and truthful and non-misleading labeling, advertising, and promotional materials. Class II devices are subject to the FDA's General Controls, and special controls as deemed necessary by the FDA to ensure safety and effectiveness. Special controls can include performance standards, post-market surveillance, patient registries and FDA guidance documents.

While most Class I devices are exempt from 510(k) premarket notification, most Class II device manufacturers must submit to the FDA a premarket notification under Section 510(k) of the FDCA requesting permission for commercial distribution. Permission for commercial distribution subject to a 510(k) premarket notification is generally known as 510(k) clearance. Devices deemed by the FDA to pose the greatest risks, such as life sustaining, life supporting or some implantable devices, devices that have a new intended use, or that use advanced technology not substantially equivalent to that of a legally marketed device, are placed in Class III, requiring approval of a PMA. Some pre-amendment devices are unclassified but subject to FDA's premarket notification and clearance process in order to be commercially distributed.

510(k) Clearance Marketing Pathway

Many of our current products are subject to premarket notification and clearance. To obtain 510(k) clearance, we must submit to the FDA a premarket notification submission demonstrating that the proposed device is "substantially equivalent" to a predicate marketed device. A predicate device is a legally marketed device not subject to PMA, *i.e.*, that (i) was legally marketed prior to May 28, 1976 (pre-amendments device) and for which a PMA is not required, (ii) has been reclassified from Class III to Class II or I, or (iii) was found substantially equivalent through the 510(k) process. The FDA's 510(k) clearance process usually takes from three to twelve months, but often takes longer. The FDA may require additional information, including clinical data, to make a determination regarding substantial equivalence. In addition, the FDA collects user fees for certain medical device submissions and annual fees for medical device establishments.

If the FDA agrees that the device is substantially equivalent to a predicate device currently on the market, it will grant 510(k) clearance to commercially market the device. If the FDA determines that the device is "not substantially equivalent" to a previously cleared device, the device is automatically designated as a Class III device. The device sponsor must then fulfill more rigorous PMA requirements, or a risk-based classification determination can be requested for the device in accordance with the "de novo" process, a route to market for novel medical devices that are low to moderate risk and not substantially equivalent to a predicate.

After a device receives 510(k) marketing clearance, any modification that could significantly affect its safety or effectiveness, or that would constitute a major change or modification in its intended use, will require either a new clearance or PMA approval. The FDA requires each manufacturer to determine whether a proposed change requires submission of a 510(k) or a PMA in the first instance, but the FDA can review any such decision and disagree with a manufacturer's determination. If the FDA disagrees with a manufacturer's determination, the FDA can require the manufacturer to cease marketing and/or request the recall of the modified device until clearance or PMA approval is obtained. The manufacturer may also be subject to significant regulatory fines or penalties.

De Novo Classification

Devices of a new type that FDA has not previously classified based on risk are automatically classified into Class III, regardless of the level of risk they pose. To avoid requiring PMA review of low- to moderate-risk devices classified in Class III by operation of law, Congress enacted a provision allowing FDA to classify a low- to moderate-risk device not previously classified into Class I or II. After *de novo* authorization, an authorized device may be used as a predicate for future devices going through the 510(k) process.

PMA Approval Pathway

Class III devices require approval of a PMA before they can be marketed, although some pre-amendment Class III devices for which the FDA has not yet required a PMA are cleared through the 510(k) process. The PMA process is more demanding than the 510(k) process. In a PMA application, the manufacturer must demonstrate that the device is safe and effective, and the PMA application must be supported by extensive data, including data from preclinical studies and human clinical trials. The FDA will approve the device for commercial distribution if it determines that the data and information in the PMA application

04702749

constitute valid scientific evidence and that there is reasonable assurance that the device is safe and effective for its intended use(s).

Clinical Trials

Clinical trials are almost always required to support a PMA and are sometimes required to support a 510(k) submission. All clinical investigations of devices to determine safety and effectiveness must be conducted in accordance with the FDA's Investigational Device Exemption ("IDE") regulations, which govern investigational device labeling, prohibit promotion of the investigational device, and specify an array of recordkeeping, reporting and monitoring responsibilities of study sponsors and study investigators. If the device presents a "significant risk" to human health, the FDA requires the device sponsor to submit an IDE application to the FDA, which must become effective prior to commencing human clinical trials. A significant risk device is one that presents a potential for serious risk to patient health, safety, or welfare and is implanted, used in supporting or sustaining human life, substantially important in diagnosing, curing, mitigating or treating disease or otherwise preventing impairment of human health, or otherwise presents a potential for serious risk to a subject. An IDE application must be supported by appropriate data, such as animal and laboratory test results, showing that it is safe to test the device in humans and that the testing protocol is scientifically sound. An IDE will automatically become effective 30 days after the FDA's receipt unless the FDA notifies the company that the investigation may not begin. If the FDA finds deficiencies or other concerns with an IDE for which it requires modification, the FDA may permit a clinical trial to proceed under a conditional approval.

During a study, the sponsor must comply with applicable FDA requirements, including, for example, trial monitoring, selecting clinical investigators and providing them with the investigational plan, ensuring Institutional Review Board ("IRB") review, adverse event reporting, record keeping, and prohibitions on the promotion of investigational devices or on making safety or effectiveness claims for them. The clinical investigators are also subject to FDA regulations and must obtain patient informed consent, rigorously follow the investigational plan and study protocol, control the disposition of the investigational device, and comply with all reporting and recordkeeping requirements. Additionally, after a trial begins, we, the FDA, or the IRB could suspend or terminate a clinical trial at any time for various reasons, including a belief that risks outweigh anticipated benefits.

Post-market Regulation

After a device is cleared or approved for marketing, numerous and pervasive regulatory requirements continue to apply. These include:

- establishment registration and device listing with the FDA;
- QSR requirements, which require manufacturers to follow stringent design, testing, control, documentation and other quality assurance procedures during the design and manufacturing process;
- labeling regulations and FDA prohibitions against the promotion of investigational products, or the promotion of "off-label" uses of cleared or approved products;
- requirements related to promotional activities;
- clearance or approval of product modifications to 510(k)-cleared devices that could significantly affect safety or effectiveness or that would constitute a major change in intended use of cleared devices, or approval of certain modifications to PMA-approved devices;
- medical device reporting regulations, which require that a manufacturer report to the FDA if a device it markets may have caused or contributed to a death or serious injury, or has malfunctioned and the device or a similar device that it markets would be likely to cause or contribute to a death or serious injury, if the malfunction were to recur;
- correction, removal and recall reporting regulations, which require that manufacturers report to the FDA field corrections and product recalls or removals if undertaken to reduce a risk to health or to remedy a violation of the FDCA that may present a risk to health;
- the FDA's recall authority, whereby the agency can order device manufacturers to recall from the market a product that violates governing laws and regulations; and
- post-market surveillance activities and regulations, which apply when deemed by the FDA to be necessary to protect the public health or to provide additional safety and effectiveness data for the device.

Our failure to maintain compliance with FDA regulatory requirements could result in the shut-down of, or restrictions on, our manufacturing operations and the recall or seizure of our products, which would have a material adverse effect on our business.

The FDA has broad regulatory compliance and enforcement powers. If the FDA determines that we failed to comply with applicable regulatory requirements, it can take a variety of compliance or enforcement actions, which may result in untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties, unanticipated expenditures to address or defend such actions, customer notifications or repair, replacement, refunds, recall, detention or seizure of our products, operating restrictions, partial suspension or total shutdown of production, refusing or delaying our requests for regulatory approvals or clearances of new products or modified products, withdrawing a PMA that has already been granted, refusal to grant export approval for our products, or criminal prosecution.

Regulation of Medical Devices in the EU

In the EU, our products generally are regulated as medical devices. Until May 25, 2021, medical devices were regulated by the Medical Devices Directive (93/42/EEC) ("MDD") which has been repealed and replaced by Regulation (EU) No 2017/745 ("MDR"). Unlike directives, regulations are directly applicable in all EU member states without the need for member states to implement into national law. [Most of our current certificates have been granted under the MDD]. However, as of May 26, 2021, some of the MDR requirements apply in place of the corresponding requirements of the MDD with regard to registration of economic operators and of devices, post-market surveillance and vigilance requirements. Pursuing marketing of medical devices in the EU will require all our devices to be certified under the new regime set forth in the MDR. We are actively working towards obtaining MDR-certification with our notified body.

In the EU, there is currently no premarket government review of medical devices. However, all medical devices placed on the EU market must meet applicable General Safety and Performance Requirements ("GSPRs"), including that the device's risks to patient condition or safety or to the safety and health of others must not outweigh its benefits. Other GSPRs include requirements that the device must achieve the manufacturer's intended performance and be designed, manufactured and packaged in a suitable manner, and that the manufacturer must establish, implement, document and maintain a risk management plan. To demonstrate GSPR compliance, manufacturers must undergo a conformity assessment procedure that varies according to the medical device type and its risk classification. These procedures generally require an assessment of available clinical evidence, literature data, and post-market experience in respect of similar marketed products.

For all devices other than low risk devices, a conformity assessment procedure requires the involvement of a notified body to audit and examine technical documentation and the manufacturer's quality management system. Notified bodies must presume that quality systems which implement the relevant harmonized standards – which is ISO 13485:2016 for Medical Devices Quality Management Systems – conform to these requirements. If satisfied that the product conforms to the relevant GSPR and the company has an MDR-compliant quality management system meeting, the notified body issues an EU certificate of conformity, which the manufacturer uses as a basis for its own declaration of conformity. The manufacturer may then affix the European conformity marking ("CE mark") to the device, which affirms conformity with applicable requirements and allows the device to be placed on the market throughout the EU.

Throughout the term of the certificate of conformity, the manufacturer will be subject to periodic surveillance audits to verify continued compliance with the applicable requirements. In particular, there will be a new audit by the notified body before it will renew the relevant certificate(s).

The MDR became effective on May 26, 2021. In accordance with its recently extended transitional provisions, both (i) devices lawfully placed on the market pursuant to the MDD prior to May 26, 2021 and (ii) legacy devices lawfully placed on the EU market after May 26, 2021 in accordance with the MDR transitional provisions may generally continue to be made available on the market or put into service, provided that the requirements of the transitional provisions are fulfilled and in particular, no substantial change must be made to the device. However, even in this case, manufacturers must comply with a number of new or reinforced requirements set forth in the MDR, in particular the obligations described below.

Once a device is placed on the market in the EU, strict post-marketing obligations apply, including requirements to maintain post-market surveillance and vigilance systems, to report serious incidents and field safety corrective actions, and to submit periodic safety update reports or post-market surveillance reports.

In particular, serious incidents and Field Safety Corrective Actions ("FSCAs") must be reported to the relevant authorities of the EU member states. Manufacturers are required to take FSCAs defined as any corrective action for technical or medical reasons to prevent or reduce a risk of a serious incident associated with the use of a medical device that is made available on the market. An FSCA may include the recall, modification, exchange, destruction or retrofitting of the device.

The advertising and promotion of medical devices is subject to some general principles set forth in the EU legislation. According to the MDR, only devices that are CE-marked may be marketed and advertised in the EU in accordance with their intended purpose. Directive 2006/114/EC concerning misleading and comparative advertising and Directive 2005/29/EC on

unfair commercial practices, while not specific to the advertising of medical devices, also apply to the advertising thereof and contain general rules, for example, requiring that advertisements are evidenced, balanced and not misleading. Specific requirements are defined at a national level. EU member states' laws related to the advertising and promotion of products to the general public and may impose limitations on promotional activities with healthcare professionals.

In the EU, regulatory authorities have the power to carry out announced and, if necessary, unannounced inspections of companies, as well as suppliers and/or sub-contractors and, where necessary, the facilities of professional users. Failure to comply with regulatory requirements (as applicable) could require time and resources to respond to the regulatory authorities' observations and to implement corrective and preventive actions, as appropriate. Regulatory authorities have broad compliance and enforcement powers and if such issues cannot be resolved to their satisfaction can take a variety of actions, including untitled or warning letters, fines, consent decrees, injunctions, or civil or criminal penalties.

The aforementioned EU rules are generally applicable in the European Economic Area ("EEA") which consists of the 27 EU member states plus Norway, Liechtenstein and Iceland.

Regulation of Medical Devices in the United Kingdom

Since January 1, 2021, the United Kingdom ("UK") Medicines and Healthcare Products Regulatory Agency ("MHRA") has been the sovereign regulatory authority responsible for the medical device market in Great Britain (i.e. England, Wales and Scotland). The regulations on medical devices in Great Britain continue to be based largely on the MDD and Active Implantable Medical Devices Directive ("AIMDD"), which preceded the (EU) MDR, as implemented into national law by the Medical Devices Regulations 2002 ("SI 2002 No 618", as amended). However, under the terms of the Protocol on Ireland/Northern Ireland, the (EU) MDR applies to Northern Ireland.

On June 26, 2022, the MHRA published its response to a 10-week consultation on the post-Brexit regulatory framework for medical devices and diagnostics. The MHRA seeks to amend the Medical Devices Regulations 2002, in particular to create a new access pathway to support innovation, create an innovative framework for regulating software and artificial intelligence as medical devices, reform in-vitro diagnostic medical device regulation and foster sustainability through the reuse and remanufacture of medical devices. Regulations implementing the new regime were originally scheduled to come into force in July 2023, but the Government has recently confirmed that the core elements of the new regulations are likely to apply from July 2025. Devices which have valid CE certification issued by EU notified bodies under the (EU) MDR or (EU) MDD are subject to transitional arrangements. The MHRA has introduced legislation which provides that CE marked medical devices may be placed on the Great Britain market along following timelines:

- general medical devices compliant with the (EU) MDD or (EU) AIMDD with a valid declaration and CE marking can be placed on the Great Britain market up until the sooner of the expiration of the certificate or June 30, 2028; and
- general medical devices, including custom-made devices, compliant with the (EU) MDR can be placed on the Great Britain market up until June 30, 2030.

Following these transitional periods, it is expected that all medical devices will require a UK Conformity Assessment ("UKCA") mark. Manufacturers may choose to use the UKCA mark on a voluntary basis prior to the regulations coming into force. However, from July 2025, products which do not have existing and valid certification under the (EU) MDD or (EU) MDR and are therefore not subject to the transitional arrangements will be required to carry the UKCA mark if they are to be sold into the market in Great Britain. UKCA marking will not be recognized in the EU. The rules for placing medical devices on the market in Northern Ireland, which is part of the UK, differ from those in Great Britain and continues to be based on EU law.

In the United Kingdom, medical devices are regulated under the largely MDD-derived Medical Devices Regulations 2002 ("UK MDR 2002"). The UK route to market and UK Conformity Assessed ("UKCA") marking requirements are thus based on the requirements derived from EU legislation, although the MDR does not apply in the UK. All medical devices must be registered with the UK Medicines and Healthcare Products Regulatory Agency ("MHRA") before being placed on the UK market, and must conform to the UK MDR 2002 in order to be registered with the MHRA. In addition, devices that have been CE marked under the MDD will continue to be accepted on the UK market until June 30, 2024. Although the MDR is not directly applicable in the UK, medical devices validly CE marked in accordance with the MDR can also be marketed in the UK. From July 2024, devices that are placed on the Great Britain market will need to conform with UKCA marking requirements unless specific transitional provisions apply (this is likely to be the case for products CE marked in the EU according to the MDR). The UKCA marking is a UK product marking used for certain goods, including medical devices, being placed on the UK market. For the purposes of the UKCA marking, a UK Approved Body must be used in cases where third party conformity assessment is required.

Other Healthcare Laws

Third-party Coverage and Reimbursement

Sales of our medical device products depend largely on whether there is coverage and adequate reimbursement by government healthcare programs, such as Medicare and Medicaid, and by private payors.

Third-party payors review their coverage policies carefully and can, without notice, reduce or eliminate reimbursement. For instance, they may attempt to control costs by (i) authorizing fewer elective surgical procedures, (ii) requiring the use of the least expensive product available, (iii) reducing the reimbursement for, or limiting the number of, authorized visits for rehabilitation procedures, (iv) bundling reimbursement for all services related to an episode of care, or (v) otherwise restricting coverage or reimbursement of our medical device products or procedures using these products. Further, payors may require additional evidence, beyond the data required for FDA marketing authorization, to demonstrate that a device should be covered for a particular indication or reimbursed at a higher rate than other technologies.

Medicare payment for Durable Medical Equipment, Prosthetics, Orthotics, and Supplies ("DMEPOS") also can be impacted by the DMEPOS competitive bidding program, under which Medicare rates are based on bid amounts for certain products in designated geographic areas, rather than the Medicare fee schedule amount. Only those suppliers selected through the competitive bidding process within each designated competitive bidding area are eligible to have their products reimbursed by Medicare. The Centers for Medicare & Medicaid Services also has adopted regulations to adjust national DMEPOS fee schedules to take into account competitive bidding pricing.

Each payor has a unique process for determining whether to cover a device for a particular indication and how to set reimbursement rates for the device. However, because many private payors model their coverage and reimbursement policies on Medicare, other third-party payors' coverage of, and reimbursement for, our medical device products also could be negatively impacted by legislative, regulatory or other measures that restrict Medicare coverage or reduce Medicare reimbursement.

Additionally, federal and state legislatures and regulators have periodically considered proposals to limit which orthopedic professionals can fit or sell our orthotic products or can seek reimbursement for them. Several states have adopted legislation imposing certification or licensing requirements on the measuring, fitting, and adjusting of certain orthotic devices, and additional states may do so in the future. Some of these state laws do not exempt manufacturers' representatives. In addition, legislation has been adopted, but not yet implemented, requiring certain certification or licensing for individuals and suppliers furnishing certain custom-fabricated orthotic devices as a condition of Medicare payment. Medicare currently follows state policies in those states that require the use of an orthotist or prosthetist for furnishing of orthotics or prosthetics.

International sales of medical device products also depend in part upon the coverage and eligibility for reimbursement through government-sponsored healthcare payment systems and third-party payors, the amount of reimbursement, and the cost allocation of payments between the patient and government-sponsored healthcare payment systems and third-party payors. Coverage and reimbursement practices vary significantly by country, with certain countries requiring products to undergo a lengthy regulatory review in order to be eligible for third-party coverage and reimbursement. In addition, healthcare cost containment efforts similar to those we face in the United States are prevalent in many of the countries in which our products are sold, and these efforts are expected to continue in the future, possibly resulting in the adoption of more stringent reimbursement standards. In order to obtain reimbursement in some European Economic Area ("EEA"), countries, we may be required to compile additional data comparing the cost-effectiveness of our products to other available therapies. Health Technology Assessment ("HTA") of both medicinal products and medical devices is becoming an increasingly common part of pricing and reimbursement procedures in some EEA countries. The HTA process, which is currently governed by national laws in each EEA country, is the assessment of therapeutic, economic, and societal impact of a medical product in the country. The outcome of an HTA will often influence pricing and reimbursement status. The extent to which pricing and reimbursement decisions are influenced by the HTA currently varies between EEA countries. However, a new EU HTA regulation applicable to all EEA countries beginning in January 2025 aims to harmonize the clinical benefit assessment of HTA across the EEA and provides the basis for cooperation at the EEA level for joint clinical assessments.

Healthcare Reform

In the United States, there have been and continue to be legislative, regulatory, and other initiatives to contain healthcare costs or establish other policy that have affected and could adversely affect our business. For example, the U.S. Patient

Protection and Affordable Care Act ("ACA"), enacted in 2010, was a sweeping measure generally designed to expand access to affordable health insurance, control health care spending, and improve health care quality. Several ACA provisions specifically affect the medical equipment industry. Among other things, the ACA established enhanced Medicare and Medicaid program integrity provisions, including expanded documentation requirements for Medicare DMEPOS orders, more stringent procedures for screening Medicare and Medicaid DMEPOS suppliers, and new disclosure requirements regarding manufacturer payments to physicians and teaching hospitals, along with broader expansion of federal fraud and abuse authorities.

Some of the ACA's provisions, or its implementing regulations, have been subject to judicial challenges as well as efforts to modify them or alter their interpretation or implementation. For example, the Tax Cuts and Jobs Act of 2017 eliminated the tax-based shared responsibility payment imposed by the ACA on certain individuals who fail to maintain qualifying health coverage for all or part of a year. Future efforts to modify or invalidate the ACA or its implementing regulations, or portions thereof, remain possible and could affect our business. We cannot predict what effect further changes related to the ACA would have on our business.

Other legislative changes have been proposed and adopted since the ACA was enacted. The Budget Control Act of 2011 among other things resulted in aggregate reductions to Medicare payments to providers of, on average, 2% per fiscal year through the first half of fiscal year 2031 (with the exception of a temporary suspension from May 2020 through March 2022, and a reduction to 1% thereafter through June 2022 due to the COVID-19 pandemic). These cuts could adversely affect payment for any products we may commercialize in the future. Many states have adopted or are considering policies to reduce Medicaid spending as a result of state budgetary shortfalls, which in some cases include reduced reimbursement for DMEPOS items and/or other Medicaid coverage restrictions.

Additionally, changes in federal laws, regulations, and guidance can affect state policy. For instance, the 21st Century Cures Act prohibits federal financial participation payments to states for certain Medicaid DME spending that exceeds what Medicare would have paid for such items. Any modification or repeal of any provisions of the ACA, or its implementing regulations, may require states to modify their own laws and regulations. As states continue to face significant financial pressures, it is possible that states will amend existing laws and regulations or enact new laws or promulgate new regulations aimed at controlling costs or otherwise changing applicable policy, any of which could adversely affect our profitability.

Fraud and Abuse Laws

We are subject to various federal, state and foreign laws and regulations pertaining to healthcare fraud and abuse, including false claims, self-referrals, anti-kickback laws, physician payment transparency laws, and other health care laws and regulations. In particular, the promotion, sales, and marketing of health care items and services is subject to extensive laws and regulations designed to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive and other business arrangements and include the following:

- The U.S. federal Anti-Kickback Statute prohibits, among other things, knowingly and willfully offering, paying, soliciting or receiving any remuneration (including any kickback, bribe or rebate), directly or indirectly, overtly or covertly, in cash or in kind to return for patient referrals or to induce or in return for purchasing, leasing, ordering or arranging for or recommending the purchase, lease or order of any good, facility, item or service reimbursable, in whole or in part, under Medicare, Medicaid or other federal health care programs. The term "remuneration" has been broadly interpreted to include anything of value. Although a number of statutory exceptions and regulatory safe harbors protect some common activities from prosecution, they are narrow. Practices that may be alleged to be intended to induce purchases or recommendations, including any payments of more than fair market value, may be subject to scrutiny if they do not qualify for an exception or safe harbor. A person or entity does not need to have actual knowledge of this statute or specific intent to violate it in order to have committed a violation.

- The U.S. federal civil False Claims Act prohibits, among other things, any person or entity from knowingly presenting, or causing to be presented, a false or fraudulent claim for payment of federal funds or knowingly making or causing to be made a false statement to improperly avoid, decrease or conceal an obligation to pay money to the federal government. The government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal civil False Claims Act. The False Claims Act also permits a private individual acting as a "whistleblower" to bring actions on behalf of themselves and the federal government alleging violations of the statute and to share in any monetary recovery.

- The U.S. civil monetary penalties statute prohibits, among other things, the offer or transfer of remuneration, including waivers of copayments and deductible amounts (or any part thereof), to a Medicare or state healthcare program beneficiary if the person knows or should know it is likely to influence the beneficiary's selection of a particular provider, practitioner or supplier of services reimbursable by Medicare or a state healthcare program, subject to certain exceptions.

- The U.S. Physician Self-Referral Law, commonly referred to as the Stark law, prohibits physicians from referring patients to receive certain "designated health services" payable by Medicare or Medicaid, including DMEPOS products and supplies, from entities with which the physician or an immediate family member has a financial relationship, unless an exception applies.

- The healthcare fraud provisions under the U.S. federal Health Insurance Portability and Accountability Act of 1996 ("HIPAA") impose criminal liability for, among other things, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private third-party payors, or to obtain, by means of false or fraudulent pretenses, representations, or promises, any money or property owned by, or under the custody or control of, any health care benefit program, including private third-party payors. Similar to the federal Anti-Kickback Statute, a violation does not require actual knowledge of the statute or specific intent.

- The U.S. Physician Payments Sunshine Act imposes reporting and disclosure requirements on device manufacturers with respect to ownership and investment interests by physicians and members of their immediate family as well as certain payments or other "transfers of value" made to physicians, certain non-physician practitioners and teaching hospitals.

- State and foreign equivalents of each of the health care laws described above, among others, some of which may be broader in scope including, without limitation, state anti-kickback and false claims laws that may apply to sales or marketing arrangements and claims involving health care items or services reimbursed by non-governmental third party payors, including private insurers, or that apply regardless of payor; state laws that require device companies to comply with the industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government; state laws that require device manufacturers to report information related to payments and other transfers of value to physicians and other health care providers, marketing expenditures; and state and local laws requiring the registration of device sales and medical representatives.

Violations of these laws are punishable by criminal and/or civil sanctions, including, in some instances, fines, imprisonment and, within the United States, exclusion from participation in government healthcare programs, including Medicare, Medicaid and Veterans Administration health programs. Refer to the Risk Factor captioned "Our relationships with customers, physicians and third-party payors are subject to federal and state health care fraud and abuse laws, false claims laws, physician payment transparency laws and other health care laws and regulations" for a more fulsome discussion of these laws.

Many European countries also have healthcare fraud and abuse laws and regulations, which may vary greatly among countries. For example, the advertising and promotion of our products is subject to EU Directives concerning misleading and comparative advertising and unfair commercial practices, as well as other EU Member State legislation governing the advertising and promotion of medical devices. In the EU, failure to comply with advertising and promotional laws may result in reputational damage, fines, exclusions from public tenders and actions for damages from competitors for unfair competition.

Data Privacy and Security Laws

Our business is subject to U.S. federal privacy and security laws and regulations. HIPAA governs the use, disclosure, and security of protected health information ("PHI") by HIPAA "covered entities" and their "business associates." Covered entities are health plans, health care clearinghouses and health care providers that engage in specific types of electronic transactions. A business associate is any person or entity (other than members of a covered entity's workforce) that performs a service for or on behalf of a covered entity that involve creating, receiving, maintaining or transmitting PHI. Healthcare providers that prescribe our products and from which we obtain patient health information are subject to privacy and security requirements under HIPAA, as are we in certain circumstances. Further, various states, such as California and Massachusetts, have implemented similar privacy laws and regulations that impose restrictive requirements regulating the use and disclosure of health information and other personally identifiable information. These laws and regulations are not necessarily preempted by HIPAA, particularly if a state affords greater protection to individuals than HIPAA. If the states in which we conduct our business are more protective, we may have to comply with the stricter provisions.

The legislative and regulatory landscape for privacy and data security continues to evolve, and there has been an increasing focus on privacy and data security issues with the potential to affect our business. For example, the California Consumer Privacy Act ("CCPA"), as amended by the California Privacy Rights Act ("CPRA"), contains disclosure obligations for businesses that collect personal information about California residents and affords those individuals new rights relating to their personal information that may affect our ability to use personal information. A November 2020 California ballot initiative introduced amendments to the CCPA and established and funded a dedicated privacy regulator, the California Privacy Protection Agency (the "CPPA"). These amendments became effective in January 2023, and we expect the CPPA to introduce implementing regulations. Failure to comply with the CCPA may result in, among other things, significant civil penalties and injunctive relief or statutory or actual damages. In addition, California residents have the right to bring a private right of action in connection with certain types of incidents. These claims may result in significant liability and potential damages. We have implemented processes to manage compliance with the CCPA and continue to assess the impact of the CPRA on our business. Other states have enacted similar privacy laws that impose new obligations or limitations in areas affecting our business and we continue to assess the impact of these state legislation, on our business as additional information and guidance becomes available. Efforts at the federal level to enact similar laws are ongoing.

The Federal Trade Commission (the "FTC") also sets expectations for failing to take appropriate steps to keep consumers' personal information secure, or failing to provide a level of security commensurate to promises made to individual about the security of their personal information (such as in a privacy notice) may constitute unfair or deceptive acts or practices in violation of Section 5(a) of the Federal Trade Commission Act (the "FTC Act"). The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Individually identifiable health information is considered sensitive data that merits stronger safeguards. With respect to privacy, the FTC also sets expectations that companies honor the privacy promises made to individuals about how the company handles consumers' personal information; any failure to honor promises, such as the statements made in a privacy policy or on a website, may also constitute unfair or deceptive acts or practices in violation of the FTC Act.

We also operate in a number of foreign countries with laws in some cases more stringent than U.S. requirements. EEA regulation of the processing of personal data and the free movement of such data includes the General Data Protection Regulation ("GDPR"), the E-Privacy Directive 2002/58/EC (the "E-Privacy Directive") and national laws implementing each. The GDPR imposes strict obligations and restrictions on the ability to collect, analyze and transfer personal data, especially sensitive personal data, such as health data from clinical investigations, and safety reporting. We process employee and customer data, including health and medical information.

The GDPR was retained in the UK post-Brexit as the UK GDPR. The "Data Protection and Digital Information Bill" was introduced to Parliament in July 2022, and we continue to monitor developments to assess comparability with the GDPR. Many EEA countries have also transposed the E-Privacy Directive's requirements and passed legislation addressing areas where the GDPR permits countries to derogate from the GDPR, leading to divergent requirements in spite of the GDPR's stated goal of EEA-wide uniformity.

In order to process and transfer data, explicit consent to the processing (including any cross-border transfer) may be required from the person to whom the personal data relates, though in certain cases, and depending on the jurisdiction in which the data originate or are processed, such data may be processed absent explicit consent for purposes of medical diagnosis, the interest of public health (including medical device safety and efficacy) or scientific research. The same rules currently apply to us in the UK under the UK GDPR and in relation to transfers out of the UK. We continue to assess ongoing reform efforts for changes. The EC and the United States announced in March 2022 agreement in principle on a new Trans-Atlantic Data Privacy Framework with respect to data transfers to the United States, and, in October 2022, President Biden signed an Executive Order that implements the new framework. On this basis, the EC will prepare a draft adequacy decision and then launch its own adoption procedure.

We depend on third parties in relation to provision of our services, a number of which process personal data on our behalf. We have a practice of entering into contractual arrangements with such third parties to ensure that they process personal data only according to our instructions, and that they have instituted adequate security measures. Where personal data is being transferred outside the EEA (or the UK), our policy is that it is done so in compliance with applicable data export requirements. Any failure by us or third parties to follow these policies or practices, or otherwise comply with applicable data laws, could lead to a security or privacy breach, regulatory enforcement, or regulatory or financial harm.

Human Capital Management

As of December 31, 2023, we employed approximately 6,550 persons, of whom approximately 2,175 were employed in the United States and approximately 4,375 were employed outside of the United States. None of our associates are covered by collective bargaining agreements with U.S. trade unions. Approximately 19.5% of our associates are represented by foreign trade unions and work councils in Europe, Africa, and Australia, which could subject us to arrangements very similar to collective bargaining agreements. We have not experienced any work stoppages or strikes that have had a material adverse impact on operations. We consider our relations with our associates to be good.

At Enovis, we believe that the best team wins. Our growth model is focused in part on acquiring good companies, empowering our talent and using EGX to make them great. Culture and associate development are critical to our success. We are a diverse team of associates around the world. We empower our associates through our culture that is centered on our corporate purpose – "Creating Better Together," which means we are committed to attracting and developing great talent and rewarding our associates to build and sustain our company. Our internal human capital management programs center on the following processes and objectives: (i) identifying, attracting, developing and enabling talent, (ii) promoting associate engagement and an open feedback culture to foster continuous improvement, (iii) offering competitive compensation and benefit programs to motivate associates and reward performance, (iv) building and supporting inclusion, diversity, and equity initiatives, and (v) protecting the health and safety of all of our associates across the world.

Company Information and Access to SEC Reports

We were organized as a Delaware corporation in 1998. Our principal executive offices are located at 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, and our main telephone number at that address is (302) 252-9160. Our corporate website address is www.enovis.com.

We make available, free of charge through our website at ir.enovis.com/sec-filings, our annual and quarterly reports on Form 10-K and Form 10-Q (including related filings in XBRL format), current reports on Form 8-K and any amendments to those reports as soon as practicable after filing or furnishing the material to the SEC. You may also request a copy of these filings, at no cost, by writing or telephoning us at: Investor Relations, Enovis Corporation, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, telephone (302) 252-9160. Information contained on our website is not incorporated by reference in this report and any references to our website are intended as inactive textual references only. Additionally, the SEC maintains an Internet site that contains our reports, proxy statements and other information that we electronically file with, or furnish to, the SEC at www.sec.gov.

Item 1A. ***Risk Factors***

An investment in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with the information included elsewhere in this Form 10-K and other documents we file with the SEC. The risks and uncertainties described below are those that we have identified as material, but may not be the only risks to which Enovis might be exposed. Additional risks and uncertainties, which are currently unknown to us or that we do not currently consider to be material, may materially affect the business of Enovis and could have material adverse effects on our business, financial condition and results of operations. If any of the following risks were to occur, our business, financial condition, results of operations and liquidity could be materially adversely affected, the value of our common stock could decline and investors could lose all or part of the value of their investment in Enovis shares.

Risks in this section are grouped in the following categories: (1) Risks Related to Our Business and Operations; (2) Risks Related to Government Regulation and Litigation; (3) Risks Related to the Separation; and (4) General and Other Risks. Many risks affect more than one category, and the risks are not in order of significance or probability of occurrence because they have been grouped by categories.

Risks Related to Our Business and Operations

Acquisitions have formed a significant part of our growth strategy in the past and are expected to continue to do so. If we are unable to identify suitable acquisition candidates, complete any proposed acquisitions or successfully integrate the businesses we acquire, our growth strategy may not succeed and we may not realize the anticipated benefits of our acquisitions.

We intend to seek acquisition opportunities both to expand into new markets and to enhance our position in our existing markets. However, our ability to do so will depend on a number of steps, including our ability to: obtain debt or equity financing that we may need to complete proposed acquisitions; identify suitable acquisition candidates; negotiate appropriate acquisition terms; complete the proposed acquisitions; and integrate the acquired business into our existing operations. If we fail to achieve any of these steps, our growth strategy may not be successful. For example, we completed the acquisition of Lima. If the Lima Acquisition is not successfully integrated into our existing operations, our business and financial results may be adversely affected.

Acquisitions involve numerous risks, including difficulties in the assimilation of the operations, systems, controls (financial and otherwise), technologies, personnel, services and products of the acquired company, the potential loss of key employees, customers, suppliers and distributors of the acquired company, and the diversion of our management's attention from other business concerns. The failure to successfully integrate acquired businesses in a timely manner, or at all, or the incurrence of significant unanticipated expenses associated with integration activities, including information technology integration fees, legal compliance costs, facility closure costs and other restructuring expenses, could have an adverse effect on our business, financial condition and results of operations.

In addition, the anticipated benefits of an acquisition may not be realized fully or at all, or may take longer to realize than we expect. Actual operating, technological, strategic and sales synergies, if achieved at all, may be less significant than we expect or may take longer to achieve than anticipated. If we are not able to realize the anticipated benefits and synergies from our acquisitions within a reasonable time, our business, financial condition and results of operations may be adversely affected.

Additionally, we may underestimate or fail to discover liabilities relating to acquisitions during our due diligence investigations and we, as the successor owner of an acquired company, might be responsible for those liabilities. Such liabilities could have a material adverse effect on our business, financial condition and results of operations.

Further, we are required to assess the effectiveness of the internal control over financial reporting for companies we acquire pursuant to the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act"). In order to comply with the Sarbanes-Oxley Act, we will need to implement or enhance internal control over financial reporting at any company we acquire, and we may identify control deficiencies that require remediation as part of our evaluation and testing of internal controls. Companies we acquire may not have had previous public reporting obligations and therefore may not have instituted or evaluated internal controls in the context of the Sarbanes-Oxley Act. Any failure to implement and maintain effective internal control over financial reporting could result in material weaknesses or significant deficiencies in our internal controls, and could result in a material misstatement of our financial statements or otherwise cause us to fail to meet our financial reporting obligations, which could have an adverse effect on our results of operations, financial condition, and business.

We may require additional capital to finance our operating needs and to finance our growth, including acquisitions. If the terms on which the additional capital is available are unsatisfactory, if the additional capital is not available at all or if we are not able to fully access credit under our Enovis Credit Agreement, we may not be able to pursue our growth strategy.

Our growth strategy will require additional capital investment to complete acquisitions, integrate the completed acquisitions into our existing operations and expand into new markets. We intend to pay for future acquisitions using cash, capital stock, notes, assumption of indebtedness or any combination of the foregoing. To the extent that we do not generate sufficient cash internally to provide the capital we require to fund our growth strategy and future operations, we will require additional debt or equity financing. This additional financing may not be available or, if available, may not be on terms acceptable to us. Further, high volatility in the capital markets and in our stock price may make it difficult for us to access the capital markets at attractive prices, if at all. If we are unable to obtain sufficient additional capital in the future, it may limit our ability to fully implement our growth strategy. Even if future debt financing is available, it may result in (i) increased interest expense, (ii) increased term loan payments, (iii) increased leverage and (iv) decreased income available to fund further acquisitions and expansion. It may also limit our ability to withstand competitive pressures and make us more vulnerable to economic downturns. If future equity financing is available, issuances of our equity securities may significantly dilute our existing stockholders.

Our indebtedness could adversely affect our financial condition and restricts us in ways that limit our flexibility in operating our business.

We have outstanding debt and other financial obligations and significant unused borrowing capacity, and may incur or assume more debt in the future. Our debt level and related debt service obligations could have negative consequences, including: requiring us to dedicate significant cash flow from operations to the payment of amounts payable on our debt, which would reduce the funds we have available for other purposes; making it more difficult or expensive for us to obtain any necessary future financing; increasing our leverage and reducing our flexibility in planning for or reacting to changes in our industry and market conditions; making us more vulnerable in the event of a downturn in our business; and exposing us to interest rate risk given our debt obligations at variable interest rates. In addition, our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to financial, business, legislative, regulatory, and other factors, some of which are beyond our control.

Additionally, the Enovis Credit Agreement, which governs our term loan and revolving credit facility, contains various covenants that limit our ability to engage in specified types of transactions. These covenants limit the Company's ability to incur debt or liens, merge or consolidate with others, dispose of assets, or make investments or pay dividends. The Enovis Credit Agreement also contains financial covenants requiring the Company to satisfy and maintain compliance with a total leverage ratio and an interest coverage ratio. Upon an event of default, the lenders may, subject to various customary cure rights, require the immediate payment of all amounts outstanding. These restrictions could have a material adverse effect on our business, financial condition and results of operations. In addition, certain provisions in the indenture governing the 2028 Notes may delay or prevent an attempted takeover of us that might be financially advantageous to stockholders.

The convertibility of the 2028 Notes subjects us to various risks. If the conditional conversion feature of the 2028 Notes is triggered, holders will be entitled to convert the 2028 Notes at any time during specified periods. In the case of any such election, we would be required to settle any converted principal amount of such notes in cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current liability rather than long-term liability, resulting in a material reduction of our net working capital. A substantial number of shares of our common stock is reserved for issuance upon conversion of the notes, and their issuance or the perception that such issuances may occur could adversely affect the market price of our common stock. In addition, the market price of our common stock could be affected by sales of our common stock by investors who view the 2028 Notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity involving our common stock.

In connection with the pricing of the 2028 Notes, we entered into capped call transactions with the option counterparties. The option counterparties and/or their respective affiliates may modify their hedge positions, which could cause an increase or decrease in the market price of our common stock. In addition, any or all of the option counterparties might default under the capped call transactions. Global economic conditions have resulted in the actual or perceived failure or financial difficulties of several financial institutions and could adversely impact the option counterparties' performance under the capped call transactions. Upon a default by an option counterparty, we may also suffer adverse tax consequences and/or more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

20241007754

Our restructuring activities may subject us to additional uncertainty in our operating results.

We have implemented, and plan to continue to implement, restructuring programs designed to facilitate key strategic initiatives and maintain long-term sustainable growth. As such, we have incurred and expect to continue to incur expenses relating to restructuring activities. We may not achieve or sustain the anticipated benefits, including any anticipated savings, of these restructuring programs or initiatives. Further, restructuring efforts are inherently risky, and we may not be able to predict the cost and timing of such actions accurately or properly estimate their impact.

Any impairment in the value of our intangible assets, including Goodwill, would negatively affect our operating results and total capitalization.

Our Total assets reflect substantial intangible assets, primarily Goodwill. The Goodwill results from our acquisitions, representing the excess of cost over the fair value of the net assets we have acquired. We assess at least annually whether there has been impairment in the value of our Goodwill. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge, or if market conditions for an acquired business decline, we could incur, under current applicable accounting rules, a non-cash charge to operating earnings for Goodwill impairment. Any determination requiring the write-off of a significant portion of intangible assets would adversely affect our business, financial condition, results of operations and total capitalization, the effect of which could be material.

A material disruption at any of our manufacturing facilities could adversely affect our ability to generate sales and meet customer demand.

If operations at any of our manufacturing facilities were to be disrupted as a result of a significant equipment failure, natural disaster or adverse weather conditions (including events that may be caused or exacerbated by climate change), power outage, fire, explosion, terrorism, cyber-based attack, health emergency, labor dispute or shortage or other reason, our financial performance could be adversely affected as a result of our inability to meet customer demand for our products.

Interruptions in production could increase our costs and reduce our sales. Any interruption in production capability could require us to make substantial capital expenditures to remedy the situation or rely on third-party manufacturers, which could negatively affect our profitability and financial condition. Any recovery under our property damage and business interruption insurance policies may not offset the lost sales or increased costs that may be experienced during the disruption of operations, which could adversely affect our business, financial condition and results of operations.

Failure to maintain and protect our intellectual property rights or challenges to these rights by third parties may affect our operations and financial performance.

The market for many of our products, including our medical device products, is, in part, dependent upon patent, trademark, copyright and trade secret laws, agreements with employees, customers and other third parties, including confidentiality agreements, invention assignment agreements and proprietary information agreements, to establish and maintain our intellectual property rights, and the Goodwill engendered by our trademarks and trade names. The failure to protect these rights may have a material adverse effect on our business, financial condition and results of operations. Litigation may be required to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of proprietary rights of others. It may be particularly difficult to enforce our intellectual property rights in countries where such rights are not highly developed or protected. Any action we take to protect or enforce our intellectual property rights could be costly and could absorb significant management time and attention. As a result of any such litigation, we could lose our proprietary rights.

In addition, third parties may claim that we or our customers are infringing upon their intellectual property rights. Claims of intellectual property infringement and litigation regarding patent and other intellectual property rights are commonplace in the medical technology industry. Any claims of intellectual property infringement may subject us to costly and time-consuming defense actions and, should our defenses not be successful, may result in the payment of damages, redesign of affected products, entry into settlement or license agreements, or a temporary or permanent injunction prohibiting us from manufacturing, marketing or selling certain of our products. It is also possible that others will independently develop technology that will compete with our patented or unpatented technology. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

Risks relating to contagious diseases, such as the COVID-19 pandemic, terrorist activity, man-made or natural disasters and war could reduce the demand for our products and have an adverse effect on our results of operations, financial condition, and business.

Contagious diseases, such as the COVID-19 pandemic, terrorist activity, man-made or natural disasters and war, as well as the spread or fear of the spread of contagious diseases, could cause a decline in the demand for our products, which may adversely affect our financial condition and operating performance.

For example, as a result of the COVID-19 pandemic, we experienced adverse impacts on sales in 2020 and 2021, as well as material delays and periodic cancellations of elective medical procedures, orthopedic clinics and physical therapy centers operating at reduced levels, and periodic cancellation of sports programs impacting our business. The effect of the COVID-19 pandemic on the global economy resulted in a number of additional challenges for our business, including cost inflation, supply chain challenges such as logistics delays, and healthcare provider staffing shortages, all of which are attributable in some part to the pandemic. These challenges continue to impact us to varying degrees, and it is uncertain when and to what extent lingering conditions will completely subside.

The spread or fear of spread of contagious diseases, terrorist activity, man-made or natural disasters, actual or threatened war, political unrest, civil strife and other geopolitical uncertainty could have a similar effect on our financial condition or our growth strategy. Any one or more of these events may reduce the overall demand for our products which could adversely affect our results of operations, financial condition, and business.

Significant movements in foreign currency exchange rates may harm our financial results.

We are exposed to fluctuations in currency exchange rates. During the year ended December 31, 2023, approximately 32% of our sales were derived from operations outside the United States, which percentage is expected to increase as a result of the Lima Acquisition. Large fluctuations in the rate of exchange between foreign currencies and the U.S. dollar could have a material adverse effect on our business, financial condition and results of operations. Changes in the currency exchange rates may impact our financial results positively or negatively in one period and not another, which may make it difficult to compare our operating results from different periods.

We also face exchange risk from transactions with customers in countries outside the United States and from intercompany transactions between affiliates. Although we use the U.S. dollar as our functional currency for reporting purposes, we have manufacturing sites throughout the world and a large portion of our costs are incurred and sales are generated in foreign currencies. Costs incurred and sales recorded by subsidiaries operating outside of the United States are translated into U.S. dollars using exchange rates effective during the respective period. As a result, we are exposed to movements in the exchange rates of various currencies against the U.S. dollar. Further, we may be subject to foreign currency translation losses depending upon whether foreign nations devalue their currencies.

We are dependent on the availability of raw materials, as well as parts and components used in our products.

While we manufacture many of the parts and components used in our products, we purchase a substantial amount of raw materials, parts and components from suppliers. The availability and prices for raw materials, parts and components may be subject to curtailment or change due to, among other things, suppliers' allocations to other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels, trade disputes and increased tariffs. Additionally, FDA regulations may require additional testing of any raw materials or components from new suppliers prior to the use of those materials or components in certain medical device products. In addition, in the case of a device that is the subject of a pre-market approval, we may also be required to obtain prior FDA permission, which may not be given and could delay or prevent access or use of such raw materials or components. Any significant change in the supply of, or price for, these raw materials, parts or components could materially affect our business, financial condition and results of operations.

Additionally, political and economic instability and changes in government regulations in China and other parts of Asia or any health emergencies could affect our ability to continue to receive materials from suppliers in those locations or affected by those emergencies. The loss of such suppliers, any other interruption or delay in the supply of required materials or our inability to obtain these materials at acceptable prices and within a reasonable amount of time could impair our ability to meet scheduled product deliveries to our customers and could hurt our reputation and cause customers to cancel orders.

We are vulnerable to raw material, energy and labor price fluctuations and supply shortages, which have impacted and could continue to impact our results of operations, financial condition and cash flows.

In the normal course of our business, we are exposed to market risks related to the availability of and price fluctuations in the purchase of raw materials, energy and commodities used in the manufacturing of our products. The availability and prices for raw materials, energy and commodities are subject to volatility and are influenced by worldwide economic conditions, including the current rising inflationary pressure. They are also influenced by import duties and tariffs speculative action, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, geopolitical tensions, government trade practices and regulations and other factors. Further, the labor market for skilled manufacturing remains tight and our labor costs have increased as a result. Energy, commodity, raw material energy, labor and other cost inflation has impacted and could continue to impact our results of operations, financial condition and cash flows.

The markets we serve are highly competitive and some of our competitors may have superior resources. If we are unable to respond successfully to this competition, this could reduce our sales and operating margins.

Our business operates in highly fragmented and competitive markets. In order to maintain and enhance our competitive position, we intend to, among other things, continue investing in manufacturing quality, marketing, customer service and support, distribution networks, and research and development. We may not have sufficient resources to continue to make these investments and we may not be able to maintain our competitive position. Our competitors may develop products that are superior to our products or more widely accepted, develop methods of more efficiently and effectively providing products and services, adapt more quickly than us to new technologies or evolving customer requirements or have a larger product portfolio. Some of our competitors may also have greater financial, marketing and research and development resources than we have or stronger name recognition. As a result, those competitors may be better able to withstand the effects of periodic economic downturns. In addition, pricing pressures could cause us to adjust the prices of some of our products to stay competitive. The development of new technologies by competitors that may compete with our technologies could reduce demand for our products and affect our financial performance. For example, our present and future medical device products could be rendered obsolete or uneconomical by technological advances by one or more of our present or future competitors or by other therapies, including biological therapies. Should we not be able to maintain or enhance the competitive values of our products or develop and introduce new products or technologies successfully, or if new products or technologies fail to generate sufficient revenues to offset research and development costs, our business, financial condition and operating results could be materially adversely affected.

The success of our medical device products depends heavily on acceptance by healthcare professionals who prescribe and recommend these products, and our failure to maintain relationships with key healthcare professionals or maintain a high level of confidence by key healthcare professionals in our products could adversely affect our business.

We may not be able to compete successfully with our existing competitors or with new competitors. If we fail to compete successfully, the failure may have a material adverse effect on our business, financial condition and results of operations. Please see Part I, Item 1. "Business - Industry and Competition" for additional information about the competitive markets in which we operate.

Changes in our tax rates or exposure to additional income tax liabilities could adversely affect our financial results.

Our future effective income tax rates could be unfavorably affected by various factors, including, among others, changes in the tax rates, rules and regulations in jurisdictions in which we generate income. A number of countries where we do business, including the United States and many countries in the European Union, have implemented, and are considering implementing, changes in relevant tax, accounting and other laws, regulations and interpretations. The Organization for Economic Co-operation and Development ("OECD"), has proposed a global minimum tax of 15% of reported profits (Pillar 2) that has been agreed upon in principle by over 140 countries. During 2023, many countries took steps to incorporate Pillar 2 model rule concepts into their domestic laws. Although the model rules provide a framework for applying the minimum tax, countries may enact Pillar 2 slightly differently than the model rules and on different timelines and may adjust domestic tax incentives in response. Based on initial evaluations and available safe harbors we do not expect to have material consequences of Pillar 2 in 2024. As these and other tax laws, regulations and norms change or evolve, our financial results could be materially impacted. Given the unpredictability of these possible changes, it is very difficult to assess whether the overall effect of such potential tax changes would be cumulatively positive or negative for our earnings and cash flow, but such changes could adversely impact our long-term financial results.

In addition, the amount of income taxes we pay is subject to ongoing audits by U.S. federal, state and local tax authorities and by non-U.S. tax authorities. If these audits result in assessments different from amounts recorded, our future financial results may include unfavorable tax adjustments.

We rely on a variety of distribution methods to market and sell our medical device products and if we fail to effectively manage the distribution of such products, our results of operations and future growth could be adversely impacted.

We use a variety of distribution methods to market and sell our medical device products, each of which has distinct risks. For example, to market and sell certain of the orthopedic rehabilitation products that are intended for use in the home and in rehabilitation clinics, we rely on our own direct sales force of representatives in the United States and in Europe. A direct sales force may subject us to higher fixed costs than those of companies that market competing products through independent third parties due to the costs associated with employee benefits, training, and managing sales personnel. As a result, we could be at a competitive disadvantage compared to certain competitors that rely predominately on independent sales agents and third-party distributors. Additionally, these fixed costs may slow our ability to reduce costs in the face of a sudden decline in demand for such products, which could have a material adverse impact on our results of operations. However, for certain orthopedic products, CMF bone growth stimulator products and surgical implant products, we rely on third-party distributors and independent commissioned sales representatives that maintain the customer relationships with the hospitals, orthopedic surgeons, physical therapists and other healthcare professionals that purchase, use and recommend the use of such products. Although our internal sales staff trains and manages these third-party distributors and independent sales representatives, we do not directly monitor the efforts that they make to sell our products. In addition, some of the independent sales representatives that we use to sell our surgical implant products also sell products that directly compete with our product offerings. These sales representatives may not dedicate the necessary time or effort to market and sell our products. If we fail to attract and maintain relationships with third-party distributors and skilled independent sales representatives or fail to adequately train and monitor the efforts of the third-party distributors and sales representatives that market and sell our products, or if our existing third-party distributors and independent sales representatives choose not to carry our products, our results of operations and future growth could be adversely affected.

Risks Related to Government Regulation and Litigation

Our products and our operations are subject to extensive government regulation and oversight, and if we fail to maintain regulatory approvals and clearances, or are unable to obtain, or experience significant delays in obtaining, FDA clearances or approvals or their foreign equivalent for our current and future products or product enhancements, our ability to commercially distribute and market these products could suffer.

Our products are subject to rigorous regulation by the FDA and numerous other federal, state and foreign governmental authorities, as discussed under "Regulatory Environment – Medical Device Regulation" in Part I, Item 1. The process of obtaining regulatory clearances or approvals to market a medical device can be costly and time consuming, and we may not be able to obtain these clearances or approvals on a timely basis, if at all.

In the EU, our notified body issues the certificates that allow CE marking for the sale of our products. To continue to place products on the market in the EU and United Kingdom after expiry of our existing notified body certificate[s], we will need to apply for their certification under the MDR and UK MDR. We may not be able to continue to place our devices on the market in the EU and/or United Kingdom for any current use if we cannot obtain certification for their current use under the MDR or under the UK MDR 2002 when required, if we are unable to do so before the current certificates for our products expire, or if our technical documentation does not meet the new (and more stringent) requirements under the MDR.

Modifications to our products may require new regulatory clearances or approvals in the United States and EU or may require us to recall or cease marketing our products until clearances or approvals are obtained.

If the FDA requires us to obtain PMAs, PMA supplements, or pre-market clearances for any modification to a previously cleared or approved device, we may be required to cease manufacturing and marketing of the modified device or to recall such modified device until we obtain FDA clearance or approval. Any of these actions could have a material adverse effect on our business, financial condition, and results of operations.

In the EU, we must notify our EU notified body of significant changes to products or to our quality assurance systems affecting those products. For devices covered by CE Certificates of Conformity issued under the EU MDD, no significant

changes in design or intended purpose are allowed. If changes are anticipated, new certificates must be obtained under the MDR.

Obtaining new clearances and approvals can be a time-consuming process, and delays in obtaining required future clearances or approvals would adversely affect our ability to introduce new or enhanced products in a timely manner, which could harm our future growth.

20240502775

The discovery of serious safety issues with our products, or a recall of our products either voluntarily or at the direction of the FDA or another governmental authority, could have a negative impact on us, and failure to report adverse medical events or failures or malfunctions to the FDA as required could subject us to sanctions that could harm our reputation, business, financial condition and results of operations.

We are subject to the FDA's medical device reporting regulations and similar foreign regulations, which require us to report to the FDA when we receive or become aware of information that reasonably suggests that one or more of our products may have caused or contributed to a death or serious injury or malfunctioned in a way that, if the malfunction were to recur, could cause or contribute to a death or serious injury. The timing of our obligation to report is triggered by the date we become aware of the adverse event as well as the nature of the event. We may fail to report adverse events of which we become aware within the prescribed timeframe. We may also fail to recognize awareness of a reportable adverse event, especially if it is not reported to us as an adverse event or if it is unexpected or removed in time from the use of the product. If we fail to comply with our reporting obligations, the FDA could take action, including warning letters, untitled letters, administrative actions, criminal prosecution, imposition of civil monetary penalties, revocation of our device clearance or approval, seizure of our products or delay in clearance or approval of future products.

We also are required to comply with strict post-marketing obligations for our CE marked medical devices in the EU. The MDR provides various requirements relating to post-market surveillance and vigilance, including the obligation for manufacturers to implement a post-market surveillance system, in a manner proportionate to the risk class and appropriate for the type of device. Once a device is on the EEA market, manufacturers must comply with certain vigilance requirements, such as reporting serious incidents and fielding safety corrective actions. Noncompliance could lead to penalties and a suspension or withdrawal of our CE Certificate of Conformity.

Our products must be manufactured in accordance with federal and state regulations, and we could be forced to recall our devices or terminate production if we fail to comply with these regulations.

The methods used in, and the facilities used for, the manufacture of our products must comply with the FDA's QSR, a complex regulatory scheme covering the procedures and documentation of design, testing, production, process controls, quality assurance, labeling, packaging, handling, storage, distribution, installation, servicing and shipping of medical devices. We must also verify that our suppliers maintain facilities, procedures, and operations that comply with our quality standards and applicable regulatory requirements. The FDA enforces the QSR through periodic announced or unannounced inspections of medical device manufacturing facilities, which may include subcontractor facilities. Our products are also subject to similar state regulations and various laws and regulations of foreign countries governing manufacturing.

Our third-party manufacturers may not take the necessary steps to comply with applicable regulations, which could cause delays in the delivery of our products. In addition, failure to comply with applicable FDA requirements or later discovery of previously unknown problems with our products or manufacturing processes could result in actions, as discussed in "Regulatory Environment – Medical Device Regulation" in Part I, Item 1. Any of these actions could significantly and negatively affect supply of our products, harm our reputation, and expose us to product liability claims, and we could lose customers and experience reduced sales and increased costs.

We may be subject to regulatory or enforcement actions if we engage in improper marketing or promotion of our products.

Our promotional activities must comply with FDA and other applicable laws, including prohibition of the promotion of a medical device for a use that has not been FDA-cleared or approved. Use of a device outside of its cleared or approved indications is known as "off-label" use. Physicians may use our products off-label in their professional medical judgment, as the FDA does not restrict or regulate a physician's choice of treatment within the practice of medicine. However, if the FDA determines that our educational and promotional activities or training constitutes promotion of an off-label use, it could request

hat we modify our training or promotional materials or subject us to regulatory or enforcement actions, as discussed in "Regulatory Environment – Medical Device Regulation" in Part I, Item 1.

Other federal, state or foreign enforcement authorities also might take action, including, but not limited to, through a whistleblower action under the FCA, if they consider our business activities constitute promotion of an off-label use, which could result in significant penalties. For example, in the EU, the MDR expressly prohibits misleading claims via off-label promotion and grants enforcement power to national competent authorities. In addition, off-label use of our products may increase the risk of product liability claims, which are expensive to defend and could divert our management's attention, result in substantial damage awards against us, and harm our reputation.

It is also possible that other federal, state or foreign enforcement authorities might take action under other regulatory authority, such as false claims laws or consumer protection laws, if they consider our business activities to constitute promotion of an off-label use, which could result in significant penalties, including, but not limited to, criminal, civil and administrative penalties, damages, fines, disgorgement, exclusion from participation in government healthcare programs and the curtailment of our operations.

Legislative or regulatory reforms may make it more difficult and costly for us to obtain regulatory clearance or approval of any future products and to manufacture, market and distribute our products after clearance or approval is obtained.

From time to time, legislation is introduced in Congress that could significantly change the governance of the regulatory approval, manufacture and marketing of regulated products or the reimbursement thereof. In addition, the FDA may change clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions, which may prevent or delay approval or clearance of our future products under development or impact our ability to modify our currently cleared products on a timely basis. Any new regulations or revisions or reinterpretations of existing regulations may impose additional costs or lengthen review times of planned or future products. It is impossible to predict whether legislative changes will be enacted or FDA regulations, guidance or interpretations changed, and what the impact of such changes, if any, may be.

The clinical trial process is lengthy and expensive with uncertain outcomes, often requires the enrollment of large numbers of patients, suitable patients may be difficult to identify and recruit, and delays or failures will prevent us from commercializing new or modified products and will adversely affect our business, operating results and prospects.

Initiating and completing clinical trials necessary to support any future PMAs, or additional safety and efficacy data beyond that typically required for a 510(k) clearance for our possible future product candidates, will be time-consuming and expensive and the outcome uncertain. Moreover, the results of early clinical trials are not necessarily predictive of future results, and any product we advance into clinical trials may not have favorable results in later clinical trials. The results of preclinical studies and clinical trials of our products conducted to date and ongoing or future studies and trials of our current, planned, or future products may not be predictive of the results of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. In addition, the initiation and completion of any of clinical studies may be prevented, delayed, or halted for numerous reasons. We may experience delays in our ongoing clinical trials for a number of reasons, which could adversely affect the costs, timing or successful completion of our clinical trials.

Development of sufficient and appropriate clinical protocols to demonstrate safety and efficacy is required and we may not adequately develop such protocols to support clearance and approval. Further, the FDA or our notified body may require us to submit data on a greater number of patients than we originally anticipated or for a longer follow-up period or change the data collection requirements or data analysis applicable to our clinical trials. Delays in patient enrollment or failure of patients to continue to participate in a clinical trial may cause an increase in costs and delays in the approval and attempted commercialization of our products or result in the failure of the clinical trial. In addition, despite considerable time and expense invested in our clinical trials, the FDA or our notified body may not consider our data adequate to demonstrate safety and efficacy. Such increased costs and delays or failures could adversely affect our business, operating results and prospects.

The results of our clinical trials may not support our product candidate claims or may result in the discovery of adverse side effects.

The results of our future clinical trials may not support our future product claims and the FDA may not agree with our conclusions regarding them. Success in pre-clinical studies and early clinical trials does not ensure that later clinical trial

success, and we cannot be sure that later trials will replicate the results of prior trials and pre-clinical studies. The clinical trial process may fail to demonstrate that our product candidates are safe and effective for the proposed indicated uses, which could cause us to abandon a product candidate and may delay development of others. Any delay or termination of our clinical trials will delay the filing of our product submissions and, ultimately, our ability to commercialize our product candidates and generate revenues. It is also possible that patients enrolled in clinical trials will experience adverse side effects that are not currently part of the future product's profile.

20250228

Our failure to comply with U.S. federal, state and foreign governmental regulations, including in the EU, could lead to the issuance of warning letters or untitled letters, the imposition of injunctions, suspensions or loss of regulatory clearance, certificates or approvals, product recalls, termination of distribution, product seizures, civil penalties, and in extreme cases, criminal sanctions or closure of manufacturing facilities.

Any product for which we obtain clearance or approval, and the manufacturing processes, post-market surveillance, post-approval clinical data and promotional activities for such product will be subject to continued regulatory review, oversight, requirements, and periodic inspections by the FDA and other domestic and foreign regulatory bodies. In particular, we and our suppliers are required to comply with FDA's QSR and other regulations enforced outside the United States that cover the manufacture of our products and the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, storage and shipping of medical devices. Regulatory bodies, such as the FDA, enforce the QSR and other regulations through periodic inspections. The failure by us or one of our suppliers to comply with applicable statutes and regulations administered by the FDA and other regulatory bodies, or the failure to timely and adequately respond to any adverse inspectional observations or product safety issues, could result in, among other things, any of the enforcement actions discussed in "Regulatory Environment – Medical Device Regulation" in Part I, Item 1. These enforcement actions include, for the EU, the suspension or withdrawal of CE Certificate of Conformity in the EU and the refusal or delay in CE certification and CE marking or new products or modified products. If any of these actions were to occur, it would harm our reputation and cause our product sales and profitability to suffer and may prevent us from generating revenue.

Our medical device businesses subject us to the possibility of product liability lawsuits, which could harm our business.

Our business exposes us to potential product liability risks that are inherent in the design, manufacture and marketing of medical devices. Component failures, manufacturing nonconformances, design defects, or inadequate disclosure of product-related risks or product-related information with respect to our products could result in unsafe conditions, injury or death. In addition, some of our products contain components manufactured by third parties, which may also have defects. From time to time, our business has historically been, and is currently, subject to a number of product liability claims alleging that the use of its products resulted in adverse effects. Our product liability insurance policies have limits that may not be sufficient to cover claims made. In addition, this insurance may not continue to be available at a reasonable cost. With respect to components manufactured by third-party suppliers, the contractual indemnification that we seek from our third-party suppliers may be limited and thus insufficient to cover claims made against us. If insurance coverage or contractual indemnification is insufficient to satisfy product liability claims made against us, the claims could have an adverse effect on our business and financial condition. Even claims without merit could harm our reputation, reduce demand for our products, cause us to incur substantial legal costs and distract the attention of our management. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

If coverage and adequate levels of reimbursement from third-party payors for our medical device products are not obtained, healthcare providers and patients may be reluctant to use our medical device products, our margins may suffer and revenue and profits may decline.

As explained in greater detail in " Regulatory Environment" in Part I, Item 1, the sales of our medical device products depend largely on whether there is coverage and adequate reimbursement by government healthcare programs, such as Medicare and Medicaid, and by private payors. Surgeons, hospitals, physical therapists and other healthcare providers may not use, purchase or prescribe our products and patients may not purchase these products if these third-party payors do not provide satisfactory coverage of, and reimbursement for, the costs of our medical device products or the procedures involving the use of such products. Reduced reimbursement rates will also lower our margins on product sales and could adversely impact the profitability and viability of the affected products.

Medicare payment for DMEPOS also can be impacted by the DMEPOS competitive bidding program, under which Medicare rates are based on bid amounts for certain products in designated geographic areas, rather than the Medicare fee

schedule amount. If any of our medical device products are included in competitive bidding and we are not selected as a contract supplier (or subcontractor) in a particular region, or if contract or fee schedule prices are significantly below current Medicare fee schedule reimbursement levels, it could have an adverse impact on our sales and profitability.

Additionally, federal and state legislation and regulation may limit the types of orthopedic professionals who can fit or sell our orthotic products or who can seek reimbursement for them or impose certification or licensing requirements on the measuring, fitting and adjusting of certain orthotic devices, and additional states may do so in the future. Although some of these state laws exempt manufacturers' representatives, others do not. Such laws could reduce the number of potential customers by restricting our sales representatives' activities in those jurisdictions or reduce demand for our products by reducing the number of professionals who fit and sell them.

Audits or denials of claims by government agencies could reduce our revenues or profits.

We submit claims on behalf of patients directly to, and receive payments directly from, the Medicare and Medicaid programs and private payors. Therefore, we are subject to extensive government regulation, including detailed requirements for submitting reimbursement claims under appropriate codes and maintaining certain documentation to support our claims. Medicare contractors and Medicaid agencies periodically conduct pre- and post-payment reviews and other audits of claims and are under increasing pressure to more closely scrutinize healthcare claims and supporting documentation. Such reviews or similar audits of our claims including by Recovery Audit Contractors, or private companies operating on a contingent fee basis to identify and recoup Medicare overpayments, and Zone Program Integrity Contractors, or contractors charged with investigating potential fraud and abuse, could result in material delays in payment, as well as material recoupment or denials, which would reduce our Net sales and profitability, investigations, potential liability under fraud or abuse laws or exclusion from participation in the Medicare and/or Medicaid programs. Private payors may conduct similar reviews and audits.

Additionally, we participate in the government's Federal Supply Schedule program for medical equipment, whereby we contract with the government to supply certain of our medical products. Participation in this program requires us to follow certain pricing practices and other contract requirements. Failure to comply with such pricing practices and/or other contract requirements could result in delays in payment or fines or penalties, which could reduce our revenues or profits.

Federal and state health reform and cost control efforts could adversely impact our business and results of operations, and federal and state legislatures and agencies continue to consider further reforms and cost control efforts that could adversely impact our business and results of operations.

As discussed in "Regulatory Environment – Healthcare Reform" in Part I, Item 1, there have been a variety of federal and state healthcare reform and cost control efforts that have affected and could in the future adversely affect our business. We cannot be sure whether additional legislative changes will be enacted, or whether government regulations or other policy will be changed, or what the impact of such changes would be on the marketing approvals, sales, pricing, or reimbursement of our products. We expect that any such health care reform measures that may be adopted in the future may result in more rigorous coverage criteria and in additional downward pressure on the price that we receive for our products. Any reduction in reimbursement from Medicare or other government health care programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other health care reforms may prevent us from being able to generate revenue, attain profitability, or commercialize our product candidates.

Our relationships with customers, physicians and third-party payors are subject to federal and state health care fraud and abuse laws, false claims laws, physician payment transparency laws and other health care laws and regulations. If we or our employees, independent contractors, consultants, commercial partners, or vendors violate these laws we could face substantial penalties.

Our relationships with customers, physicians and third-party payors are subject to federal and state health care fraud and abuse laws, false claims laws, physician payment transparency laws and other health care laws and regulations. The U.S. health care laws and regulations that may affect our ability to operate include, but are not limited to the federal Anti-Kickback Statute, the federal civil False Claims Act, the civil monetary penalties statute, the Physician Self-Referral Law, the healthcare fraud provisions under HIPAA, the federal Physician Payments Sunshine Act, and state and foreign equivalents of each of these laws. Refer to "Regulatory Environment – Other Healthcare Laws – Fraud and Abuse Laws" in Part I, Item 1 for a more fulsome description of these laws. Violations of these laws are punishable by criminal and/or civil sanctions, including, in some instances, fines, imprisonment and, within the United States, exclusion from participation in government healthcare programs, including Medicare, Medicaid and Veterans Administration health programs.

Greater scrutiny of marketing practices in the medical device industry has resulted in numerous government investigations, and this enforcement activity is expected to continue. For example, the Department of Justice recently entered into a settlement with a diabetic shoe company and its president and CEO to resolve allegations that the company violated the False Claims Act by selling custom diabetic shoe inserts that were not actually custom-fabricated in accordance with Medicare standards. As a DME supplier, we submit claims for reimbursement from federal health care programs, which can present increased risks under the False Claims Act if not conducted in a compliant manner. These laws and regulations, among other things, constrain our business, marketing and other promotional activities by limiting the kinds of financial arrangements we have with hospitals, physicians or other potential purchasers of our products, including marketing and consulting arrangements, payment of royalties for product development, and our OfficeCare consignment stock and bill program.

Because of the breadth of these laws and the narrowness of available statutory exceptions and regulatory safe harbors, our business, marketing and other promotional activities could be subject to challenge under one or more of such laws. It is not always possible to identify and deter employee misconduct or business noncompliance, and the precautions we take to detect and prevent inappropriate conduct may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Efforts to ensure that our business arrangements will comply with applicable health care laws may involve substantial costs. It is possible that governmental and enforcement authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law interpreting applicable fraud and abuse or other health care laws and regulations.

If we or our employees, agents, independent contractors, consultants, commercial partners and vendors violate these laws, we may be subject to investigations, enforcement actions and/or significant penalties, including the imposition of significant civil, criminal and administrative penalties, damages, disgorgement, monetary fines, imprisonment, possible exclusion from participation in Medicare, Medicaid and other federal health care programs, contractual damages, reputational harm, diminished profits and future earnings, additional reporting requirements and/or oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, and curtailment of our operations, any of which could adversely affect our ability to operate our business and our results of operations.

The success of our surgical implant products depends on our relationships with leading surgeons who assist with the development and testing of our products, and our ability to comply with enhanced disclosure requirements regarding payments to physicians.

A key aspect of the development of our surgical implant products is the use of designing and consulting arrangements with orthopedic surgeons who are highly qualified and experienced in their field. These surgeons assist in the development and clinical testing of new surgical implant products. They also participate in symposia and seminars introducing new surgical implant products and assist in the training of healthcare professionals in using our new products. Our arrangements with orthopedic surgeons also must comply with the fraud and abuse and transparency laws discussed above, which may be an impediment for some surgeons we seek to engage. We may not be successful in maintaining or renewing our current designing and consulting arrangements with these surgeons or in developing similar arrangements with new surgeons. In that event, our ability to develop, test and market new surgical implant products could be adversely affected.

To enforce compliance with the healthcare regulatory laws, certain enforcement bodies have recently increased their scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. For example, the EU Member States closely monitor perceived unlawful marketing activity by companies, including inducement to prescribe and the encouragement of off-label use of devices. Responding to investigations can be time- and resource-consuming and can divert management's attention from the business. Additionally, as a result of these investigations, healthcare providers and entities may have to agree to additional compliance and reporting requirements as part of a consent decree or corporate integrity agreement. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business. Even an unsuccessful challenge or investigation into our practices could cause adverse publicity and be costly to respond to. If our operations are found to be in violation of any of the healthcare laws or regulations described above or any other healthcare regulations that apply to us, we may be subject to penalties, including administrative, civil and criminal penalties, damages, fines, exclusion from participation in government healthcare programs, imprisonment, contractual damages, reputational harm, disgorgement and the curtailment or restructuring of our operations. Moreover, industry associations closely monitor the activities of their member companies. If these organizations or national authorities were to name us as having breached our obligations under their laws, regulations,

rules or standards, our reputation would suffer and our business, financial condition, operating results, cash flows and prospects could be adversely affected.

Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements could adversely affect our business, results of operations and financial condition.

Our business is subject to U.S. federal privacy and security laws and regulations, including HIPAA, as more fully described in "Regulatory Environment – Other Healthcare Laws – Data Privacy and Security Laws" in Part I, Item 1. Healthcare providers who prescribe our products and from whom we obtain patient health information are subject to privacy and security requirements under HIPAA, as are we in certain circumstances. The U.S. Department of Health and Human Services has direct enforcement authority against covered entities and business associates with regard to compliance with HIPAA regulations. We also could be subject to criminal penalties if we knowingly obtain individually identifiable health information from a covered entity in a manner that is not authorized or permitted by HIPAA or for aiding and abetting and/or conspiring to commit a violation of HIPAA. We are unable to predict whether our actions could be subject to prosecution in the event of an impermissible disclosure of health information to us. There are costs and administrative burdens associated with ongoing compliance with HIPAA regulations and similar state law requirements. Any failure to comply with current and applicable future requirements could adversely affect our profitability. As described in further detail in "Regulatory Environment – Other Healthcare Laws – Data Privacy and Security Laws" in Part I, Item 1, various states have implemented similar privacy laws and regulations that are not necessarily preempted by HIPAA. If the states in which we conduct our business are more protective, we may have to comply with the stricter provisions. Failure to comply with these laws and regulations may result in, among other things, significant civil penalties and injunctive relief, or potential statutory or actual damages. There can be no assurance that the processes we have implemented to manage compliance with these laws and regulations will be successful.

The FTC also sets expectations for failing to take appropriate steps to keep consumers' personal information secure, or failing to provide a level of security commensurate to promises made to individuals about the security of their personal information (such as in a privacy notice) may constitute unfair or deceptive acts or practices in violation of Section 5(a) of the FTC Act. While we do not intend to engage in unfair or deceptive acts or practices, the FTC has the power to enforce promises as it interprets them, and events that we cannot fully control, such as data breaches, may be result in FTC enforcement. Enforcement by the FTC under the FTC Act can result in civil penalties or enforcement actions.

Any actual or perceived failure by us or the third parties with whom we work to comply with data privacy or security laws, policies, legal obligations or industry standards, or any security incident that results in the unauthorized release or transfer of information concerning individuals, may result in governmental enforcement actions and investigations, including by European data protection authorities and U.S. federal and state regulatory authorities, fines and penalties, litigation and/or adverse publicity, including by consumer advocacy groups, and could cause our customers, their patients and other healthcare professionals to lose trust in us, which could harm our reputation and have a material adverse effect on our business, financial condition and results of operations. In addition, the landscape of laws regulating personal data is constantly evolving, compliance requires a flexible privacy framework and substantial resources, and compliance efforts will likely be an increasing and substantial cost in the future.

Our information technology infrastructure and information are vulnerable to service interruptions, data corruption, cyber-based attacks, or network security breaches, which could result in the disruption of operations or the loss of data confidentiality.

We rely on information technology networks and systems, including the Internet, cloud-based services and third-party service providers, to process, transmit and store electronic information (including PHI), personally identifiable information, credit card and other financial information, and to manage or support a variety of business processes and activities, including procurement, manufacturing, distribution, invoicing, collection, communication with our employees, customers, dealers and suppliers, business acquisitions and other corporate transactions, compliance with regulatory, legal and tax requirements, and research and development. For example, in the ordinary course of business, our business collects, stores, and transmits certain sensitive data, including PHI, personally identifiable information, and patient data. We face constant and evolving risks that threaten the confidentiality, integrity and availability of our information technology networks and systems and information, which are susceptible to damage, disruptions, shutdowns or other compromises due to failures during the process of upgrading or replacing software, databases or components, power outages, hardware failures, cyberattacks or other security incidents. If these information technology systems suffer severe damage, disruption or shutdown and business continuity plans do not effectively resolve the issues in a timely manner, our business, financial condition, results of operations, and liquidity could be materially adversely affected.

Our information technology networks and systems are subject to security threats and sophisticated cyber-based attacks, including, but not limited to, denial-of-service attacks, hacking, "phishing" attacks, computer viruses, ransomware, malware, software-based misconfigurations, "bugs" and other security vulnerabilities, employee or insider error, malfeasance, social engineering, or physical breaches, that can cause deliberate or unintentional damage, destruction or misuse, manipulation, denial of access to or disclosure of confidential or important information by our employees, suppliers or third-party service providers. Additionally, advanced persistent attempts to gain unauthorized access or deny access to, or otherwise disrupt, our systems and those of third-party service providers and business partners we rely on are increasing in sophistication and frequency. We have experienced, and expect to continue to confront, efforts by hackers and other third parties to gain unauthorized access or deny access to, or otherwise disrupt, our information technology systems and networks. Any such future attacks could have a material adverse effect on our business, financial condition, results of operations or liquidity. We can provide no assurance that our cybersecurity risk management program and processes will be fully implemented, complied with or effective to protect or mitigate risks to our systems, networks and data or in effectively resolving such risks when they materialize. Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools, including artificial intelligence, that circumvent security controls, evade detection and remove forensic evidence. As a result, we may be unable to detect, investigate, remediate or recover from future attacks or incidents. A failure of or breach in information technology security of our own systems, or those of our third-party vendors or partners, could expose us and our employees, customers, dealers 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. Any of these events in turn could adversely affect our reputation, competitive position, including loss of customers and revenue, business, results of operations and liquidity. In addition, such breaches in security could result in litigation, regulatory action and potential liability, including liability under federal or state laws that protect the privacy of personal information, such as HIPAA, as well as the costs and operational consequences of implementing further data protection measures.

Additionally, to conduct our operations, we regularly move data across national borders, and consequently we are subject to a variety of continuously evolving and developing laws and regulations in the United States and abroad regarding privacy, data protection and data security. The scope of the laws that may be applicable to us is often uncertain and may be conflicting, particularly with respect to foreign laws. For example, some of the data we handle and aspects of our operations are subject to the European Union's GDPR, which greatly increases the jurisdictional reach of European Union law and adds a broad array of requirements for handling personal data, including the public disclosure of significant data breaches and provides for significant potential penalties and remedies for violations. Other countries have enacted or are enacting data localization laws that require data to stay within their borders. All of these evolving compliance and operational requirements impose significant costs that are likely to increase over time.

We are subject to anti-bribery laws such as the U.S. Foreign Corrupt Practices Act as well as export controls, economic sanctions, and other trade laws, the violation of which could lead to serious adverse consequences.

We are subject to the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act, and similar anti-bribery laws in other jurisdictions that generally prohibit companies and those acting on their behalf from authorizing, promising, offering or providing, directly or indirectly, improper payments or anything else of value to government officials to obtain or retain business or other commercial advantage, and the U.K. Bribery Act and other anti-bribery laws also prohibit similar conduct between private parties. The FCPA also imposes obligations on publicly traded U.S. corporations that are intended to prevent the diversion of corporate funds for improper payments and the establishment of "off the books" slush funds from which such payments can be made and to provide assurance that transactions are accurately recorded, lawful and in accordance with management's authorization. Because of the predominance of government-sponsored health care systems around the world, many of our customer relationships outside of the United States are with government entities. As a result, interactions with those customers present compliance risk under the FCPA and other anti-bribery laws. In addition, anti-bribery laws can pose unique challenges for companies with foreign operations in countries where corruption is a recognized problem. While we believe we have implemented appropriate policies and procedures to mitigate risk of non-compliance with the FCPA and other applicable anti-bribery laws by the Company and persons or entities acting on our behalf, we cannot assure that such policies, procedures, and training will always protect us from violations by our employees, distributors or other agents. In addition, we may be exposed to liability due to pre-acquisition conduct of businesses or operations we acquire, as well as the conduct of their employees, distributors or other agents. Violations of anti-bribery laws, or allegations thereof, could disrupt our operations, distract management, and have a material adverse effect on our business, financial condition, results of operations and cash flows. We also could be subject to criminal and civil penalties, disgorgement, substantial expenditures related to remedial actions, and reputational harm.

We are also subject to U.S. export controls and economic sanctions laws, regulations and other legal requirements, including the Export Administration Regulations and economic sanctions administered and enforced by the Office of Foreign Assets Control, as well as other laws and regulations that limit our ability to market, sell, distribute or otherwise transfer our products or technology directly or indirectly to restricted persons and prohibited countries or regions. Our efforts to comply with U.S. and other applicable export controls and economic sanctions laws, regulations and other legal requirements may not prevent violations. Noncompliance with these laws could result in substantial civil and criminal penalties, including fines and the disgorgement of profits, the imposition of a court-appointed monitor, the denial of export privileges, and debarment from participation in government contracts, any of which could have a material adverse effect on our international operations or on our business, results of operations, financial condition and cash flows.

The risk of non-compliance with non-U.S. laws, regulations and policies could adversely affect our results of operations, financial condition or strategic objectives.

The Lima Acquisition will introduce us into a number of new geographic markets, subjecting us to additional non-U.S. laws, regulations and policies which do not currently apply to us, and will increase our exposure to certain other geographic markets as well as their laws and regulations. These laws and regulations are complex, change frequently, have become more stringent over time, could increase our cost of doing business, and could result in conflicting legal requirements. These laws and regulations include international labor and employment laws, environmental regulations and reporting requirements, data privacy requirements, and local laws prohibiting corrupt payments to government officials, antitrust and other regulatory laws. We will be subject to the risk that we, our employees, our agents, or our affiliated entities, or their respective officers, directors, employees and agents, may take actions determined to be in violation of any of these laws, regulations or policies, for which we might be held responsible. Actual or alleged violations could result in substantial fines, sanctions, civil or criminal penalties, debarment from government contracts, curtailment of operations in certain jurisdictions, competitive or reputational harm, litigation or regulatory action and other consequences that might adversely affect our results of operations, financial condition or strategic objectives.

Risks Related to the Separation

We may not achieve some or all of the expected benefits of the Separation, and the Separation may adversely affect our businesses.

We may not be able to achieve the full strategic and financial benefits from the Separation that were expected, or such benefits may be delayed or not occur at all. The following benefits, among others, were expected to result from the Separation:

- the Separation is expected to allow investors to value the Company based on its distinct investment identity, and enable investors to evaluate the merits, performance and future prospects of the Company's businesses based on their distinct characteristics;
- the Separation is expected to facilitate incentive compensation structures for employees more directly tied to the performance of the Company's businesses, and may enhance employee hiring and retention by, among other things, improving the alignment of management and employee incentives with performance and growth objectives; and
- the Separation is expected to allow us to more effectively pursue our operating priorities and strategies, and enable management to focus on unique opportunities for long-term growth and profitability.

We may not achieve these and other anticipated benefits for a variety of reasons, including, among others:

- certain costs and liabilities that were otherwise less significant to the Company prior to the Separation will be more significant for us as a separate company after the Separation
- we may be more susceptible to market fluctuations and other adverse events than we were prior to the Separation; and
- following the Separation, our businesses are less diversified than they were prior to the Separation.

If we fail to achieve some or all of the benefits we expected to result from the Separation, or if such benefits are delayed, our businesses, operating results and financial condition could be adversely affected.

We could incur significant liability if the separation and distribution of ESAB is determined to be a taxable transaction.

We have received (i) a private letter ruling from the IRS and (ii) an opinion from outside tax counsel regarding the qualification of the separation and distribution of ESAB as a transaction that is described in Sections 355(a) and 368(a)(1)(D) of the Internal Revenue Code. The private letter ruling and opinion each relies on certain facts, assumptions, representations and undertakings from ESAB and us regarding the past and future conduct of the companies' respective businesses and other matters. If any of these facts, assumptions, representations or undertakings are incorrect or not satisfied, we may not be able to rely on the private letter ruling or opinion of tax counsel. In addition, the private letter ruling does not address all the requirements for determining whether the separation and distribution qualify under Sections 355(a) and 368(a)(1)(D) of the Internal Revenue Code, and the opinion, which addresses all such requirements, relies on the private letter ruling as to matters covered by the ruling and will not be binding on the IRS or the courts. Notwithstanding the private letter ruling or the opinion of tax counsel we have received, the IRS could determine on audit that the separation and distribution are taxable if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated or if it disagrees with the conclusions not addressed in the ruling. If the separation and distribution of ESAB are determined to be taxable for U.S. federal income tax purposes, our stockholders that received the distribution and are subject to U.S. federal income tax and we could be subject to significant U.S. federal income tax liabilities.

Potential indemnification liabilities to ESAB pursuant to the separation agreement could materially and adversely affect our businesses, financial condition, results of operations and cash flows.

We entered into a separation and distribution agreement and related agreements with ESAB to govern the separation and distribution of ESAB and the relationship between the two companies going forward. These agreements provide for specific indemnity and liability obligations of each party and could lead to disputes between us. If we are required to indemnify ESAB under the circumstances set forth in these agreements, we may be subject to substantial liabilities. In addition, with respect to the liabilities for which ESAB has agreed to indemnify us under these agreements, there can be no assurance that the indemnity rights we have against ESAB will be sufficient to protect us against the full amount of the liabilities, or that ESAB will be able to fully satisfy its indemnification obligations. Each of these risks could negatively affect our businesses, financial condition, results of operations and cash flows.

General Risk Factors and Other Risks

Changes in the general economy could negatively impact the demand for our products and services and harm our operations and financial performance.

Our financial performance depends, in large part, on conditions in the markets we serve and on the general condition of the global economy, which impacts these markets. Any sustained weakness in demand for our products and services resulting from a downturn of or uncertainty in the global economy could reduce our sales and profitability. In addition, we believe that many of our customers and suppliers are reliant on liquidity from global credit markets and, in some cases, require external financing to purchase products or finance operations. If our customers lack liquidity or are unable to access the credit markets, it may impact customer demand for our products and services and we may not be able to collect amounts owed to us. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

Our business, financial condition and results of operations could be adversely affected by disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine.

The global economy has been negatively impacted by the military conflict between Russia and Ukraine. Furthermore, governments in the United States, United Kingdom and European Union have each imposed export controls on certain products and financial and economic sanctions on certain industry sectors and parties in Russia, and Russia has imposed counter-sanctions in response. Although we have no direct operations in Russia or Ukraine or government-imposed sanctions on our products currently, we could experience the impact of sanctions in the future and/or shortages in materials, increased costs for raw material and other supply chain issues due in part to the negative impact of the Russia-Ukraine military conflict on the global economy. Further escalation of geopolitical tensions related to the military conflict, including increased trade barriers or restrictions on global trade, could result in, among other things, cyberattacks, additional supply disruptions, lower consumer demand and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain.

The loss of key leadership or the inability to attract, develop, engage, and retain qualified employees could have a material adverse effect on our ability to run our business.

We may be adversely affected if we lose members of our senior leadership. We are highly dependent on our senior leadership team as a result of their expertise in our industry and our business. The loss of key leadership or the inability to attract, retain and motivate sufficient numbers of qualified management personnel could have a material adverse effect on our business, financial condition and results of operations. Additionally, our continued success depends, in part, on our ability to identify and attract qualified candidates with the requisite education, background, and experience as well as our ability to develop, engage, and retain qualified employees. Failure to attract, develop, engage, and retain qualified employees, whether as a result of an insufficient number of qualified applicants, difficulty in recruiting new employees, or inadequate resources to train, integrate, and retain qualified employees, could impair our ability to execute our business strategy and could have a material adverse effect on our business, financial condition and results of operations.

The issuances of additional common and preferred stock may adversely affect the market price of our Common stock.

Under our Amended and Restated Certificate of Incorporation, there are additional authorized shares of our common stock. Furthermore, we may issue a significant number of additional shares, in connection with acquisitions or otherwise. For example, in connection with the Lima Acquisition, as part of the consideration paid to the seller, we agreed to issue to the seller 1,942,686 shares of Company common stock (the "Lima Shares"). The Lima Shares are expected to be issued within eighteen months following the closing of the Lima Acquisition, subject to certain adjustments and conditions as provided for in the Lima Acquisition purchase agreement. Additionally, in order to fund a portion of the cash consideration for the Lima Acquisition, on October 24, 2023, we issued $460.0 million aggregate principal amount of the 2028 Notes (as defined herein), which are convertible by the holders into shares of Company common stock at their election under certain conditions. We also may issue a significant number of additional shares, either into the marketplace through an existing shelf registration statement or through other mechanisms. Additional shares issued, including the Lima Shares and the shares issuable upon conversion of the 2028 Notes, could have a dilutive effect on our earnings per share.

Provisions in our governing documents and Delaware law may delay or prevent an acquisition of Enovis that may be beneficial to our stockholders.

Our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, and Delaware law contain provisions that may make it difficult for a third-party to acquire us without the consent of our Board of Directors. These include provisions prohibiting stockholders from taking action by written consent, prohibiting special meetings of stockholders called by stockholders, prohibiting stockholder nominations and approvals without complying with specific advance notice requirements, and mandating certain procedural steps for stockholders who wish to introduce business or nominate a director candidate. In addition, our Board of Directors has the right to issue Preferred stock without stockholder approval, which our Board of Directors could use to affect a rights plan or "poison pill" that could dilute the stock ownership of a potential hostile acquirer and may have the effect of delaying, discouraging or preventing an acquisition of Enovis.

Item 1B. ***Unresolved Staff Comments***

None.

Item 1C. *Cybersecurity*

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

Our cybersecurity risk management program utilizes a variety of frameworks, including the NIST Cybersecurity Framework and CIS Critical Security Controls, as guides to help identify, assess, and manage cybersecurity risks relevant to our business. This does not imply that we meet any particular technical standards, specifications, or requirements.

Our cybersecurity risk management program is integrated with our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Our cybersecurity risk management program includes the following key elements, among others:

- risk assessments designed to help identify material cybersecurity risks to our critical systems and information;
- a team comprised of IT security and IT infrastructure personnel principally responsible for directing (1) our cybersecurity risk assessment processes, (2) our security processes, and (3) our response to cybersecurity incidents;
- the periodic use of external cybersecurity service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- cybersecurity awareness training of employees and consultants with access to our IT systems; and
- a cybersecurity incident response plan and Security Operations Center (SOC) to respond to cybersecurity incidents.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. *See "Risk Factors – Our information technology infrastructure could be subject to service interruptions, data corruption, cyber-based attacks, or network security breaches, which could result in the disruption of operations or the loss of data confidentiality."*

Cybersecurity Governance

Our Board considers cybersecurity risk as critical to the enterprise and delegates the cybersecurity risk oversight function to the Audit Committee. The Audit Committee oversees management's design, implementation and enforcement of our cybersecurity risk management program.

The Audit Committee receives reports at least quarterly from our Vice President of Information Technology and IT security leader on our cybersecurity risks, including briefings on our cyber risk management program and cybersecurity incidents. Audit Committee members also receive periodic presentations on cybersecurity topics from our internal IT security personnel, or external experts as part of the Board's continuing education on topics that impact public companies.

Our Vice President of Information Technology, who works closely with and supervises our IT security leader, has overall responsibility for assessing and managing any material risks from cybersecurity threats. Our IT security leader has significant experience in the field and holds cybersecurity certifications from leading cybersecurity training and research institutes.

Our IT security leader helps our management team stay informed about and monitor efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which include briefings from internal personnel and our SOC, threat intelligence and other information obtained from governmental, public or private sources, including external cybersecurity service providers, and alerts and reports produced by security tools deployed in the IT environment.

Item 2. ***Properties***

Our corporate headquarters are located in Wilmington, Delaware in a facility that we lease.

As of December 31, 2023, our Prevention & Recovery segment had a total of seven facilities used in production, distribution and warehousing in the U.S., representing a total of 115,000 and 256,000 square feet of owned and leased space, respectively, and fifteen facilities used in production, distribution and warehousing outside the U.S., representing a total of 1,088,000 square feet of leased space in nine countries in North America, Africa, Europe and Asia.

As of December 31, 2023, our Reconstructive segment had a total of four facilities used in production, distribution and warehousing in the U.S., representing a total of 213,000 square feet of leased space, and three facilities used in production, distribution and warehousing outside the U.S., representing a total of 84,000 and 15,000 square feet of owned and leased space, respectively, in two countries in Europe.

Item 3. ***Legal Proceedings***

Discussion of legal matters is incorporated by reference to Part II, Item 8, Note 18, "Commitments and Contingencies," in the Notes to the Consolidated Financial Statements.

Item 4. ***Mine Safety Disclosures***

None.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Set forth below are the names, ages, positions and experience of our executive officers. All of our executive officers hold office at the pleasure of our Board of Directors.

Name	Age	Position
Matthew L. Trerotola	56	Chief Executive Officer and Chair of the Board of Directors
Brady R. Shirley	58	President, Chief Operating Officer and Director
Phillip B. Berry	45	Senior Vice President and Chief Financial Officer
Daniel A. Pryor	55	Executive Vice President, Strategy and Business Development
Bradley J. Tandy	65	Senior Vice President and General Counsel
Patricia Lang	60	Senior Vice President and Chief Human Resources Officer
Terry D. Ross	54	Group President, Prevention & Recovery
Louis Vogt	43	Group President, Reconstructive

Matthew L. Trerotola has been Chief Executive Officer since July 2015. Prior to joining Enovis, Mr. Trerotola was an Executive Vice President and a member of DuPont's Office of the Chief Executive, responsible for DuPont's Electronics & Communications and Safety & Protection segments. Mr. Trerotola also had corporate responsibility for DuPont's Asia-Pacific business. Many of Mr. Trerotola's roles at DuPont involved applying innovation to improve margins and accelerate organic growth in global businesses. Prior to rejoining DuPont in 2013, Mr. Trerotola had served in leadership roles at Danaher Corporation since 2007, and was most recently Vice President and Group Executive for Life Sciences. Previously, Mr. Trerotola was Group Executive for Product Identification from 2009 to 2012, and President of the Videojet business from 2007 to 2009. While at McKinsey & Company from 1995 to 1999, Mr. Trerotola focused primarily on helping industrial companies accelerate growth. Mr. Trerotola earned his Masters of Business Administration ("M.B.A.") from Harvard Business School and his Bachelor of Science in Chemical Engineering from the University of Virginia. Mr. Trerotola is a director of AptarGroup, Inc.

Brady R. Shirley has been President and Chief Operating Officer, and has served as a director of the Company, since April 2022. Prior to this, Mr. Shirley was DJO Chief Executive Officer from 2016 to 2022 and served as the President of the DJO Surgical business, a position he was appointed to in March of 2014. From 2009 to 2013, Mr. Shirley was the CEO and Director of Innovative Medical Device Solutions ("IMDS"), a company that provides comprehensive product development, manufacturing and supply chain management solutions for medical device companies within the orthopedic medical device industry. At IMDS, Mr. Shirley managed the integration of four companies, consolidated the capital structure and led a successful sale of the business in 2013. From December 1992 to August 2009, Mr. Shirley had several key leadership positions with Stryker Corporation, including President of Stryker Communications and Senior Vice President of Stryker Endoscopy. Mr. Shirley received a Bachelor of Business Administration in Finance from the University of Texas, Austin.

Phillip B. Berry has been Chief Financial Officer since January 1, 2023. He joined the Company in 2020, initially serving as chief financial officer of the Company's medical technology segment, and serving as chief financial officer of those business units following the Separation. Previously, he spent 18 years in the medical technologies sector with Novartis/Alcon, which included its launch of Alcon as an independent public company in 2019. During his tenure at Alcon, Mr. Berry served in finance leadership roles of increasing responsibility in strategy, operations and business process improvement. Mr. Berry holds a master's degree in business administration from Kennesaw State University.

Daniel A. Pryor has been Executive Vice President, Strategy and Business Development since July 2013. Mr. Pryor was Senior Vice President, Strategy and Business Development from January 2011 through July 2013. Prior to joining Enovis, he was a Partner and Managing Director with The Carlyle Group, a global alternative asset manager, where he focused on industrial leveraged buyouts and led numerous portfolio company and follow-on acquisitions. While at The Carlyle Group, he served on the boards of portfolio companies Veyance Technologies, Inc., John Maneely Co., and HD Supply Inc. Prior to The Carlyle Group, he spent 11 years at Danaher Corporation in roles of increasing responsibility most recently as Vice President - Strategic Development. Mr. Pryor earned his M.B.A. from Harvard Business School and his Bachelor of Arts in Economics from Williams College.

Bradley J. Tandy has been Senior Vice President and Chief Legal Officer since December 2023, and served as Senior Vice President and General Counsel from July 2019 through November 2023. From February 2019 through June 2019, he served as our interim general counsel. From February 2020 to April 2022, he served as our Corporate Secretary. Mr. Tandy also served in

20241015027

his capacity as Executive Vice President, General Counsel and Secretary of DJO. Prior to joining DJO, Mr. Tandy served as Senior Vice President, General Counsel and Secretary of Biomet, Inc. from 2006 through 2014. Prior to serving as General Counsel, Mr. Tandy served as Vice President, Assistant General Counsel and Chief Compliance Officer of Biomet from 1999 through 2006. He joined Biomet as Assistant General Counsel in 1992. Prior to his employment at Biomet, Mr. Tandy was a partner in the law firm of Rasor, Harris, Lemon & Reed in Warsaw, Indiana, focusing his practice on representation of medical device and healthcare companies. He was an elected public official in Kosciusko County, Indiana, serving as a County Councilman for 22 years. He received his undergraduate degree in Political Science from DePauw University and earned his Doctorate of Jurisprudence at Indiana University School of Law in Bloomington, Indiana.

Patricia Lang was appointed Senior Vice President and Chief Human Resources Officer in January 2019, and also leads the Company's branding and communications initiatives. Most recently Ms. Lang was the Chief People Officer for Diebold Nixdorf and was responsible for managing employee-focused initiatives across the organization. Prior to joining Diebold Nixdorf, Ms. Lang held a number of human resource and operations leadership positions at companies such as Mylan Pharmaceuticals, Consol Energy, Mercer Consulting and Cigna. Ms. Lang holds a business degree with a concentration in information technology and management from Duquesne University. Additionally, she holds various certifications in human capital management, mergers and acquisitions, global employee benefits including C.E.B.S, as well as complex project management, lean manufacturing business systems and the Toyota production system.

Terry D. Ross was appointed as Group President, Prevention & Recovery in January 2024. Mr. Ross joined the Company (then known as Colfax) in 2012 as SVP & GM of Colfax Reliability Services and has held a number of leadership roles, including VP of Investor Relations, VP of Strategy & Business Development, and President of the Company's Recovery Sciences and Bracing and Support Businesses. Prior to joining the Company, he served in a number of management roles at Danaher and GE. Mr. Ross earned an MBA from Harvard Business School, graduating as a Baker Scholar, and received a B.S. in Mechanical Engineering from West Virginia University.

Louis Vogt was appointed as Group President, Reconstructive in January 2024. Mr. Vogt joined DJO (now Enovis) in 2017, leading the Surgical Global Product Management Organization before becoming President of the Enovis U.S. surgical business. Prior to joining the Company, he spent 15 years with Zimmer and Zimmer Biomet in various commercial leadership roles spanning sales, marketing and product management across their Recon, Trauma, Sports Medicine, and Ortho Biologics divisions. Mr. Vogt earned his MBA from the University of Notre Dame and a B.S. degree in Business Management from Purdue University.

PART II

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

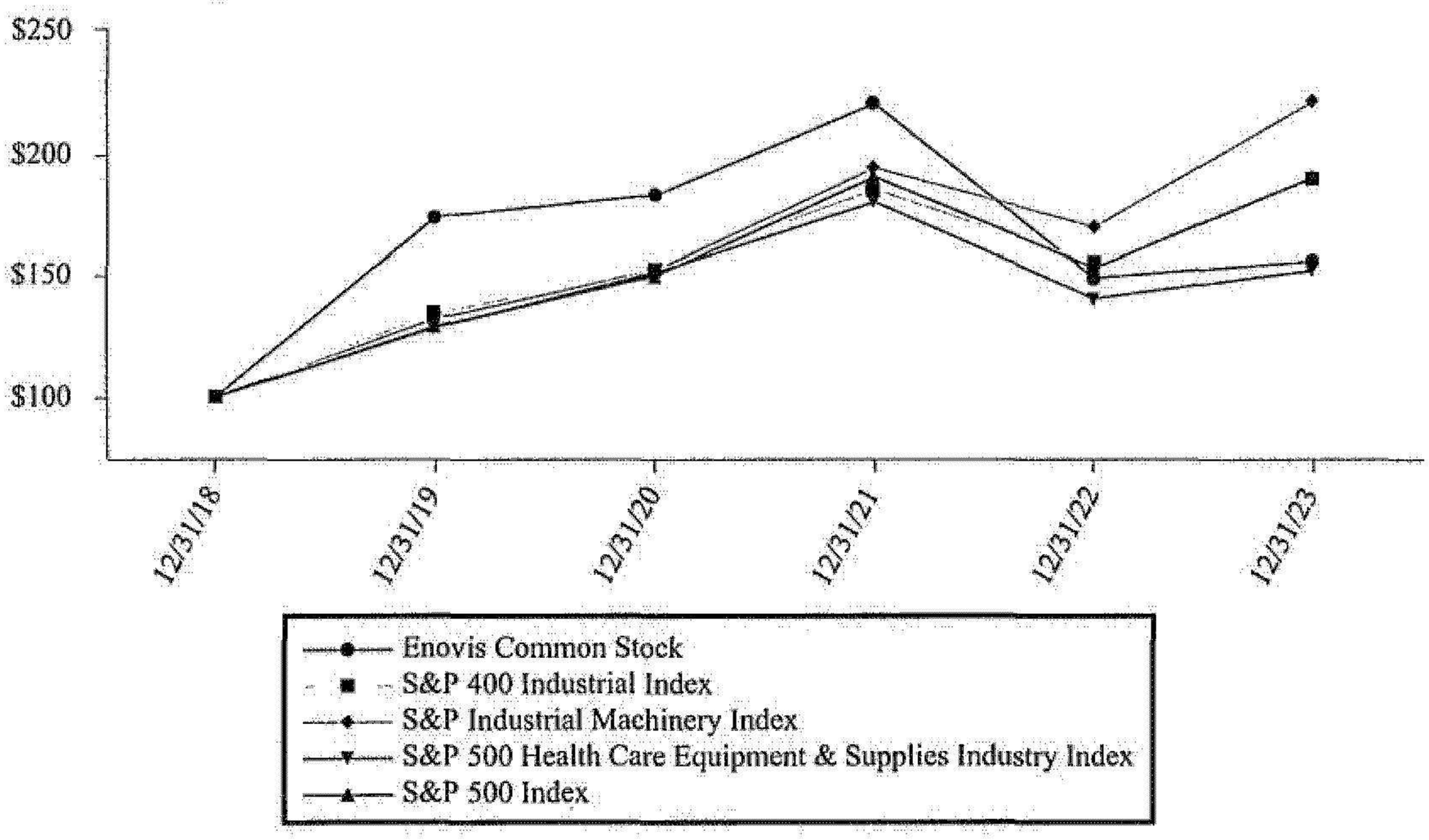
Our common stock began trading on the New York Stock Exchange under the symbol ENOV on April 4, 2022, and previously traded under the symbol CFX since May 8, 2008. As of February 16, 2024, there were 1,267 holders of record of our common stock. The number of holders of record is based upon the actual number of holders registered at such date and does not include holders of shares in "street name" or persons, partnerships, associates, corporations or other entities identified in security position listings maintained by depositories.

Performance Graph

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return of the Standard & Poor's ("S&P") 500 Index, S&P 500 Healthcare Equipment & Supply Industry Index, the S&P 400 Industrial Index, and the S&P Industrial Machinery Index.

As a result of the Separation in April 2022, fiscal year 2023 was the first full fiscal year following the Separation in which we operated as a standalone specialty medical technology business without ESAB's fabrication technology business. Accordingly, beginning in fiscal year 2023, we are using the S&P 500 Index, replacing the S&P 400 Industrial Index, as the broad market index and the S&P 500 Healthcare Equipment & Supply Industry Index, as the included industry or line-of-business index for the purposes of the following performance graph. Following the Separation, we believe the S&P 500 Index represents a more appropriate broad market index for us and the S&P 500 Healthcare Equipment & Supply Industry Index represents a more appropriate industry index.

The cumulative total return for each such index is presented in the graph below as required by Item 201(e)(4) of Regulation S-K. The graph assumes that $100 was invested on December 31, 2018 in our common stock, the S&P 400 Industrial Index, the S&P Industrial Machinery Index, the S&P 500 Index, and the S&P 500 Healthcare Equipment & Supply Industry Index, and that all dividends were reinvested.



Issuer Repurchase of Equity Securities

In 2018, the Company's Board of Directors authorized the repurchase of the Company's common stock from time-to-time on the open market or in privately negotiated transactions. The timing and amount of shares repurchased is to be determined by management based on its evaluation of market conditions and other factors. The repurchase program has no expiration date and does not obligate the Company to acquire any specific number of shares. The repurchase program is conducted pursuant to SEC Rule 10b-18.

There have been no repurchases under the program since 2018. As of December 31, 2023, there is a remaining authorization of $100 million of shares that may be repurchased under the program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs[1]
09/30/23 - 10/27/23	—	$ —	—	$ 99,997,744
10/28/23 - 11/24/23	—	—	—	99,997,744
11/25/23 - 12/31/23	—	—	—	99,997,744
Total	—	$ —	—	$ 99,997,744

[1] Represents the repurchase program limit authorized by the Board of Directors of $300 million less the value of purchases made under the repurchase program.

Item 6. [RESERVED]

202410150276

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of our financial statements with a narrative from the perspective of Company's management. This MD&A is divided into four main sections:

- Overview
- Results of Operations
- Liquidity and Capital Resources
- Critical Accounting Policies

MD&A should be read together with Part I, Item 1A. "Risk Factors" and the accompanying Consolidated Financial Statements and Notes to Consolidated Financial Statements included in Item 8. of this Form 10-K. The MD&A includes forward-looking statements. For a discussion of important factors that could cause actual results to differ materially from the results referred to in these forward-looking statements, see "Special Note Regarding Forward-Looking Statements."

Overview

Enovis is a medical technology company focused on developing clinically differentiated solutions that generate measurably better patient outcomes and transform workflows by manufacturing and distributing high-quality medical devices with a broad range of products used for reconstructive surgery, rehabilitation, pain management and physical therapy. Our products address the continuum of patient care from injury prevention to rehabilitation after surgery or injury or from degenerative disease, enabling people to regain or maintain their natural motion. Please see Part I, Item 1. "Business" for a discussion of Enovis's objectives and methodologies for delivering shareholder value.

Post-Separation, Enovis conducts its operations through two operating segments: Prevention & Recovery ("P&R") and Reconstructive ("Recon").

- ***P&R*** - a leader in orthopedic solutions, providing devices, software and services across the patient care continuum from injury prevention to rehabilitation after surgery, injury, or from degenerative disease.

- ***Recon*** - innovation market-leader positioned in the fast-growing surgical implant business, offering a comprehensive suite of reconstructive joint products for the hip, knee, shoulder, elbow, foot, ankle, and finger and surgical productivity tools.

We have a global footprint, with production facilities in North America, Europe, Africa, and Asia. We serve a global customer base across multiple markets through a combination of direct sales and third-party distribution channels. Our customer base is highly diversified in the medical markets.

Integral to our operations is our business management system, EGX. EGX is our culture and includes our values and behaviors, a comprehensive set of tools, and repeatable, teachable processes that we use to drive continuous improvement and create superior value for our customers, shareholders and associates. We believe that our management team's access to, and experience in, the application of the EGX methodology is one of our primary competitive strengths.

Results of Operations

The following discussion of Results of Operations addresses the comparison of the periods presented. Our management evaluates the operating results of each of its reportable segments based upon Net sales and Adjusted EBITDA as defined in the "Non-GAAP Measures" section.

Items Affecting Comparability of Reported Results

Our financial performance and growth are driven by many factors, principally our ability to serve customers with market-leading delivery and innovation; the mix of products sold in any period; the impact of competitive forces, economic and market conditions; reimbursement levels for products in certain medical sales channels; availability of capital and attractive acquisition opportunities; our ability to continuously improve our cost structure; fluctuations in the relationship of foreign currencies to the U.S. dollar; and our ability to pass cost increases on to customers through pricing. These key factors have impacted our results

of operations in the past and are likely to affect them in the future. The comparability of our operating results for the year ended December 31, 2023 to the comparable periods is affected by the following additional significant items:

The Separation

On April 4, 2022, we completed the Separation through a tax-free, pro-rata distribution of 90% of the outstanding common stock of ESAB to our stockholders. We initially retained 10% of the shares of ESAB common stock immediately following the Separation. On November 18, 2022, we completed an exchange with a lender under our Enovis Credit Agreement of 6,003,431 shares of common stock of ESAB, representing all of our retained shares, for $230.5 million in term loan outstanding under our Enovis Credit Agreement. We recorded a gain of $102.7 million on the exchange of the shares representing the excess of fair value, less cost to sell, over our cost basis in the investment.

Once the Separation was completed in the second quarter of 2022, we began classifying the results from the fabrication technology business for the comparable periods presented as a discontinued operation in our financial statements. Accordingly, the results of our fabrication technology businesses in our financial statements prior to its spin-off as a separate public company are excluded from continuing operations in the accompanying financials for the years ended December 31, 2022 and 2021.

Please see Part I. Item 1A. "Risk Factors" in this Form 10-K for further discussion of the Company's risks relating to the Separation.

Strategic Acquisitions

We complement our organic growth plans with strategic acquisitions and other investments. Acquisitions can significantly affect our reported results, and we report the change in our Net sales between periods both from existing and acquired businesses. The change in Net sales due to acquisitions for the years ended December 31, 2023 and 2022 presented in this filing represents the incremental sales in comparison to the portion of the prior period during which we did not own the business.

During the year ended December 31, 2023, we completed one business combination and two asset acquisitions in Recon. On June 28, 2023, we acquired Novastep, a leading player in Minimally Invasive Surgery (MIS) foot and ankle solutions for total consideration of $96.9 million. The Novastep best-in-class MIS bunion system serves a rapidly growing portion of the global bunion segment. On July 20, 2023, we completed the asset acquisition of SEAL, developers of a broad line of external fixation products for total consideration of $28.2 million. These two acquisitions are valuable additions serving to enhance the offerings under our foot & ankle product lines. On October 5, 2023, we acquired 100% interest in Precision AI, a developer of surgical planning software. This asset acquisition complements our current product offerings with advanced surgical planning software. The software has capabilities to be used for shoulder reconstruction and there is opportunity to expand this to additional anatomies.

During the year ended December 31, 2022, the Company completed two business acquisitions for aggregate net cash consideration of $50.5 million. In the second quarter of 2022, the Company acquired KICo Knee Innovation Company Pty Limited and subsidiaries, an Australian private company doing business as 360 Med Care, which is a medical device distributor that bundles certain computer-assisted surgery and patient experience enhancement programs to add value to the device supply arrangements with surgeons, hospitals, and insurers. In the third quarter of 2022, the Company acquired a controlling interest in Insight Medical Systems, the flagship product of which is the ARVIS surgical navigation system.

During the year ended December 31, 2021, the Company completed five acquisitions for aggregate net cash consideration of $201.6 million and aggregate equity consideration of $285.7 million. In the first quarter of 2021, the Company acquired Trilliant Surgical, a national provider of foot and ankle orthopedic implants. In the second quarter of 2021, the Company acquired MedShape, Inc., a provider of innovative surgical solutions for foot and ankle surgeons using its patented superelastic nickel titanium (NiTiNOL) and shape memory polymer technologies. These two acquisitions were completed for total consideration, net of cash received, of $204.1 million. The Trilliant and MedShape acquisitions, along with the 2020 acquisition of the Scandinavian Total Ankle Replacement System and Finger Joint Arthroplasty Portfolio, created our growth product portfolio in the foot and ankle surgical market. In the third quarter of 2021, the Company acquired Mathys AG Bettlach ("Mathys"), a Switzerland-based company that develops and distributes innovative products for artificial joint replacement, synthetic bone graft solutions and sports medicine, for total acquisition equity consideration of $285.7 million of our common stock. The Mathys acquisition expanded our reconstructive product portfolio with its complementary surgical solutions and broadened our reach internationally.

Global Operations

During 2023, approximately 32% of our sales are derived from operations outside the U.S., the majority of which is in Europe with the remaining portion mostly in the Asia-Pacific region. Accordingly, we can be affected by market demand, economic and political factors in countries in Europe and the Asia-Pacific region, and significant movements in foreign exchange rates. Our ability to grow and our financial performance will be affected by our ability to address challenges and opportunities that are a consequence of expanding our global operations through our recent acquisitions, including efficiently utilizing our international sales channels, manufacturing and distribution capabilities, participating in the expansion of market opportunities, successfully completing global acquisitions and engineering innovative new product applications to create better patient outcomes.

The majority of our Net sales derived from operations outside the U.S. are denominated in currencies other than the U.S. dollar. Similar portions of our manufacturing and employee costs are also outside the U.S. and denominated in currencies other than the U.S. dollar. Changes in foreign exchange rates can impact our results of operations and are quantified when significant. For the year ended December 31, 2023 compared to 2022, fluctuations in foreign currencies increased net sales by 0.4%, decreased gross profit by 0.3%, and increased operating expenses by 0.5%. The unfavorable impact on gross profits is due to the Mexican peso strengthening and its effect on costs at one of our primary manufacturing facilities.

Seasonality

Although sales in P&R and Recon typically peak in the fourth quarter, these historical seasonality trends were disrupted by the commercial impacts caused by the COVID-19 pandemic. General economic conditions may, however, impact future seasonal variations.

Material Costs

Our principal raw materials and components are foam ethylene vinyl acetate, copolymer for our bracing and vascular products in P&R and cobalt chromium alloy, stainless steel alloys, titanium alloy and ultra high molecular weight polyethylene in Recon. Prices for raw materials, energy and commodities are subject to volatility and are influenced by worldwide economic conditions. Input cost inflation historically has not been a material factor to our gross margin; however, inflation effects have increased since 2021 and are expected to continue to remain elevated for at least the near term. In response, we have been enacting tactical price increases to certain products, mainly in P&R. Although we seek to proactively manage inflation risk, future changes in component and raw material costs may adversely impact earnings or our margins. Prices for raw materials, energy and commodities are also influenced by import duties and tariffs, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, geopolitical tensions, government trade practices and regulations and other factors.

Sales and Cost Mix

Gross profit margins within our operating segments vary primarily based on the type of product and distribution channel. Reconstructive products tend to have higher gross margins than the Prevention & Recovery products.

The mix of sales was as follows for the periods presented:

	Year Ended December 31,		
	2023	2022	2021
P&R	63 %	66 %	72 %
Recon[1]	37 %	34 %	28 %

[1] The change in mix from the year ended December 31, 2021 to 2023 reflects the impact from acquisitions and double-digit growth in Recon. With the acquisition of Lima in Recon on January 3, 2024, the sales mix is expected to further increase in Recon.

Non-GAAP Measures

Adjusted EBITDA

Adjusted EBITDA and Adjusted EBITDA margin, two non-GAAP performance measures, are included in this report because they are key metrics used by our management to assess our operating performance. Adjusted EBITDA excludes from Net income (loss) from continuing operations the effect of income tax expense (benefit); Other income, net;, non-operating (gain) loss on investments; debt extinguishment charges; interest expense, net; restructuring and other charges; Medical Device Regulation ("MDR") fees and other costs; strategic transaction costs; stock-based compensation; depreciation and other amortization; acquisition-related intangible asset amortization; insurance settlement (gain) loss; and fair value charges on acquired inventory. We also present Adjusted EBITDA and Adjusted EBITDA margin by operating segment, which are subject to the same adjustments. Operating income (loss), adjusted EBITDA and adjusted EBITDA margins at the operating segment level also include allocations of certain central function expenses not directly attributable to either operating segment. Adjusted EBITDA assists our management in comparing operating performance over time because certain items may obscure underlying business trends and make comparisons of long-term performance difficult, as they are of a nature and/or size that occur with inconsistent frequency or relate to discrete restructuring plans and other initiatives that are fundamentally different from our ongoing productivity improvements. Our management also believes that presenting these measures allows investors to view our performance using the same measures that we use in evaluating our financial and business performance and trends.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information calculated in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures. The following tables set forth a reconciliation of net loss from continuing operations, the most directly comparable financial statement measure, to Adjusted EBITDA for the years ended December 31, 2023, 2022 and 2021.

	Year Ended December 31, 2023		
	P&R	Recon	Total
	(Dollars in millions)		
Net loss from continuing operations (GAAP)[1]			$ (53.8)
Income tax benefit			(13.3)
Other income, net			(25.7)
Debt extinguishment charges			7.3
Interest expense, net			19.8
Operating loss (GAAP)	$ (24.7)	$ (41.0)	(65.7)
Operating loss margin	(2.3)%	(6.5)%	(3.8)%
Adjusted to add:			
Restructuring and other charges[2]	13.5	6.4	20.0
MDR and other costs	14.5	12.9	27.4
Strategic transaction costs[3]	13.2	25.1	38.3
Stock-based compensation[3]	20.2	11.8	32.1
Depreciation and other amortization	22.2	61.4	83.6
Amortization of acquired intangibles	93.6	40.0	133.5
Inventory step-up	—	0.1	0.1
Adjusted EBITDA (non-GAAP)	$ 152.5	$ 116.7	$ 269.2
Adjusted EBITDA margin (non-GAAP)	14.2 %	18.5 %	15.8 %

1) Non-operating components of Net loss from continuing operations are not allocated to the segments.
2) Restructuring and other charges in P&R includes $2.6 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations.
3) Certain amounts are allocated to the segments as a percentage of revenue as the costs or gain are not discrete to either segment.

20241015027665

	Year Ended December 31, 2022		
	P&R	Recon	Total
	(Dollars in millions)		
Net loss from continuing operations (GAAP)[1]			$ (38.2)
Income tax expense			36.1
Other income, net			(2.1)
Gain on cost basis investment			(8.8)
Gain on investment in ESAB Corporation			(102.7)
Debt extinguishment charges			20.4
Interest expense, net			24.1
Operating loss (GAAP)	$ (18.2)	$ (52.9)	(71.2)
Operating loss margin	(1.8)%	(9.9)%	(4.6)%
Adjusted to add (deduct):			
Restructuring and other charges[2]	9.6	9.4	19.0
MDR and other costs	9.8	6.9	16.7
Strategic transaction costs[3]	39.9	21.2	61.0
Stock-based compensation[3]	20.2	11.3	31.5
Depreciation and other amortization	24.4	52.3	76.7
Amortization of acquired intangibles	80.1	46.2	126.3
Insurance settlement gain[3]	(24.4)	(12.3)	(36.7)
Inventory step-up	—	12.8	12.8
Adjusted EBITDA (non-GAAP)	141.3	94.7	236.1
Adjusted EBITDA margin (non-GAAP)	13.8 %	17.7 %	15.1 %

[1] Non-operating components of Net loss from continuing operations are not allocated to the segments.
[2] Restructuring and other charges in P&R includes $1.7 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations.
[3] Certain amounts are allocated to the segments as a percentage of revenue as the costs or gain are not discrete to either segment.

	Year Ended December 31, 2021		
	P&R	Recon	Total
	(Dollars in millions)		
Net loss from continuing operations (GAAP)[1]			$ (102.3)
Income tax benefit			(19.5)
Debt extinguishment charges			29.9
Interest expense, net			29.1
Operating loss (GAAP)	$ (14.9)	$ (47.9)	(62.8)
Operating loss margin	(1.5)%	(12.0)%	(4.4)%
Adjusted to add:			
Restructuring and other charges[2]	11.5	2.4	13.9
MDR and other costs	5.7	2.2	7.9
Strategic transaction costs[3]	14.8	8.6	23.4
Stock-based compensation[3]	17.8	7.9	25.7
Depreciation and other amortization	25.3	44.8	70.1
Amortization of acquired intangibles	72.6	44.3	116.9
Inventory step-up	0.7	10.1	10.8
Adjusted EBITDA (non-GAAP)	$ 133.5	$ 72.5	$ 206.0
Adjusted EBITDA margin (non-GAAP)	13.0 %	18.1 %	14.4 %

[1] Non-operating components of Net loss from continuing operations are not allocated to the segments.
[2] Restructuring and other charges in P&R includes $5.2 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations.
[3] Certain amounts are allocated to the segments as a percentage of revenue as the costs or gain are not discrete to either segment.

Total Company

Sales

Net sales increased by $144.1 million or 9.2% to $1.7 billion for the year ended December 31, 2023 compared with the prior year period. The following table presents the components of changes in our consolidated Net sales for the years ended December 31, 2023 and 2022.

	Net Sales	
	$	%
	(Dollars in millions)	
For the year ended December 31, 2021	$ 1,426.2	
Components of Change:		
Existing Businesses[1]	79.6	5.6 %
Acquisitions[2]	93.3	6.5 %
Foreign Currency Translation[3]	(36.0)	(2.5)%
	136.9	9.6 %
For the year ended December 31, 2022	$ 1,563.1	
Components of Change:		
Existing Businesses[1]	123.8	7.9 %
Acquisitions[2]	14.3	0.9 %
Foreign Currency Translation[3]	6.1	0.4 %
	144.1	9.2 %
For the year ended December 31, 2023	$ 1,707.2	

[1] Excludes the impact of foreign exchange rate fluctuations and acquisitions, thus providing a measure of change due to factors such as price, product mix and volume.
[2] Represents the incremental sales as a result of acquisitions closed subsequent to the beginning of the prior year period.
[3] Represents the difference between prior year sales valued at the actual prior year foreign exchange rates and prior year sales valued at current year foreign exchange rates.

2023 Compared to 2022

Net sales increased during 2023 as compared to 2022 primarily due to an increase in sales from existing businesses across both of our segments and to a lesser extent sales from acquired businesses in Recon and favorable foreign currency translation. In Recon, existing business sales increased $76.7 million, or 14.3% due to significantly higher sales volumes than the prior year across all product lines driven by market outperformance and new product launches. In P&R, existing business sales increased $47.1 million, or 4.6% due to improved sales volumes and inflation-related pricing increases. Net sales from acquisitions increased during 2023 primarily due to the Novastep and 360 Med Care acquisitions in Recon that closed in 2023 and 2022, respectively. Lastly, the weakening of the U.S. dollar relative to other currencies, most notably the Swiss Franc and Euro, caused a $6.1 million favorable currency translation impact.

2022 Compared to 2021

Net sales increased during 2022 as compared to 2021 primarily due to an increase in sales from existing businesses across both of our segments and sales from acquired businesses in Recon, partially offset by foreign currency headwinds primarily in P&R. In Recon, existing business sales increased $47.1 million, or 11.8%, due to significantly higher sales volumes than the prior year across all product lines driven by market outperformance, new product launches, and reduced COVID impacts. In P&R, existing business sales increased $32.5 million, or 3.2%, due to improved sales volumes and inflation-related pricing increases. Net sales from acquisitions increased during 2022 as compared to 2021 primarily due to the Mathys, Trilliant, and Medshape acquisitions in Recon that closed in 2021. The strengthening of the U.S. dollar relative to other currencies, most notably the Euro, caused a $36.0 million unfavorable currency translation impact.

20241015027 67

Operating Results

The following table summarizes our results from continuing operations for the comparable three-year period.

	Year Ended December 31,		
	2023	2022	2021
	(Dollars in millions)		
Gross profit	$ 990.8	$ 869.4	$ 777.7
Gross profit margin	58.0 %	55.6 %	54.5 %
Selling, general and administrative expense	$ 830.3	$ 772.9	$ 665.8
Research and development expense	$ 75.3	$ 60.8	$ 49.1
Operating loss	$ (65.7)	$ (71.2)	$ (62.8)
Operating loss margin	(3.8)%	(4.6)%	(4.4)%
Net loss from continuing operations	$ (53.8)	$ (38.2)	$ (102.3)
Net loss margin from continuing operations (GAAP)	(3.2)%	(2.4)%	(7.2)%
Adjusted EBITDA (non-GAAP)	$ 269.2	$ 236.1	$ 206.0
Adjusted EBITDA margin (non-GAAP)	15.8 %	15.1 %	14.4 %
Items excluded from Adjusted EBITDA:			
Restructuring and other charges[1]	$ 20.0	$ 19.0	$ 13.9
MDR and other costs	$ 27.4	$ 16.7	$ 7.9
Strategic transaction costs	$ 38.3	$ 61.0	$ 23.4
Stock-based compensation	$ 32.1	$ 31.5	$ 25.7
Depreciation and other amortization	$ 83.6	$ 76.7	$ 70.1
Amortization of acquired intangibles	$ 133.5	$ 126.3	$ 116.9
Insurance settlement gain	$ —	$ (36.7)	$ —
Inventory step-up	$ 0.1	$ 12.8	$ 10.8
Interest expense, net	$ 19.7	$ 24.1	$ 29.1
Debt extinguishment charges	$ 7.3	$ 20.4	$ 29.9
Other income, net	$ (25.7)	$ (2.1)	$ —
Income tax expense (benefit)	$ (13.3)	$ 36.1	$ (19.5)

[1] Restructuring and other charges includes $2.6 million, $1.7 million and $5.2 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations for the years ended December 31, 2023, 2022 and 2021, respectively.

2023 Compared to 2022

Gross profit increased $121.4 million during 2023 in comparison to 2022 due to a $82.1 million increase in Recon and a $39.3 million increase in P&R. The Gross profit increase was attributable to increased sales in our existing businesses from volume and inflation-related pricing increases, improved operating cost leverage, and the benefit of a decrease of $12.7 million in inventory fair value step-up amortization charges, partially offset by unfavorable foreign currency translation and inflation in supply chain, logistics, and other costs. Gross profit margin increased due to the aforementioned factors.

Selling, general and administrative expense increased $57.4 million during 2023 in comparison to 2022, primarily due to increased commissions driven by higher sales, investments to support growth, spending on MDR and other costs, and cost inflation, partially offset by cost reduction initiatives and a net decrease in Strategic transactions costs. Research and development costs also increased compared to the prior year period, primarily due to increased spend within recently acquired businesses in Recon, which are investing in surgical productivity solutions and computer-assisted surgery technologies. Amortization of acquired intangibles and Depreciation and other amortization also increased compared to the prior year period due to business acquisitions.

Interest expense, net decreased $4.4 million during 2023 in comparison to 2022 due to a reduction in debt balances as a result of the Separation-related debt redemptions at the beginning of the second quarter of 2022, the extinguishment of the outstanding balance of the Enovis Term Loan, and interest savings from $7.3 million interest received on the Swiss Franc cross-currency swap agreements.

Other income, net increased primarily due to the gain on the foreign currency forward contract to manage the exposure to currency exchange rate risk related to the Euro-denominated purchase price of Lima.

The effective tax rate for Net loss from continuing operations during 2023 was 19.8%, which differed from the 2023 U.S. federal statutory tax rate of 21%, primarily due to a build in valuation allowance on interest limitation carryforwards, non-deductible expenses and U.S. taxation on international operations. This was offset by a release of uncertain tax positions, tax credits for research and development and non-U.S. income taxed at lower rates. The effective tax rate for Net income from continuing operations during 2022 was (1,745.8)%, which differed from the 2022 U.S. federal statutory tax rate of 21% mainly due to non-taxable unrealized gain on the investment in ESAB and gain on cost basis investment, offset by non-deductible costs related to the tax-free Separation.

Net loss from continuing operations increased $15.6 million during 2023 in comparison to 2022, primarily due to one-time income items in the prior year period, including the Unrealized gain on investment in ESAB Corporation, Gain on cost basis investment, Insurance settlement gain, partially offset by the reduction of debt extinguishment charges and the aforementioned net impact of the Gross profit and Selling, general, and administrative increases as well as the decrease in Interest expense, net and the impact of unfavorable discrete tax items in 2022. Adjusted EBITDA increased due to organic growth. Adjusted EBITDA margin excluding the effects of recent acquisitions and foreign currency pressures increased by approximately 130 basis points. Our recent acquisitions in Recon were dilutive to the net loss margin from continuing operations and to Adjusted EBITDA margin by approximately 20 basis points and are expected to be accretive to margins in future years.

2022 Compared to 2021

Gross profit increased $91.7 million during 2022 in comparison to 2021 due to an $89.5 million increase in Recon. The Gross profit increase was attributable to contributions from recent business acquisitions and increased sales in our existing businesses, partially offset by inflation of supply chain, logistics, and other costs, unfavorable foreign currency translation effects, and higher inventory step-up charges of $2.0 million. Gross profit margin increased due to segment performance, including pricing and other benefits, offset by inflation of supply chain, logistics, and other costs.

Selling, general and administrative expense increased $107.1 million primarily due to a $50.3 million increase in costs associated with acquisitions and the related integration costs from the newly acquired businesses within Recon and a $37.6 million increase in strategic transaction costs, driven by Separation-related costs incurred in the first half of 2022. Research and development costs also increased compared to the prior year period primarily due to increased spend within recently acquired businesses in Recon. Amortization of acquired intangibles and Depreciation and other amortization also increased compared to the prior year period due to acquisition-related increases.

On November 18, 2022, we completed an exchange with a lender under our Enovis Credit Agreement of 6,003,431 shares of common stock of ESAB, representing all of our retained interest in ESAB, for $230.5 million of the $450.0 million in term loan outstanding under the Enovis Credit Agreement. We recorded a gain of $102.7 million on the disposition of the investment representing the fair value in excess of cost basis.

During the year ended December 31, 2022, we recorded a net insurance settlement gain of $36.7 million which was related to the 2019 acquisition of DJO and which, along with the aforementioned gain on the disposition of the ESAB investment, significantly impacted our results.

Debt extinguishment charges of $20.4 million were recorded in the year ended December 31, 2022. Charges of $20.1 million were recorded in the second quarter of 2022, comprised of $12.7 million in redemption premiums and $7.4 million in noncash write-offs of original issue discount and deferred financing fees in conjunction with the Separation. Additionally, $0.3 million of noncash write-offs of deferred financing fees were recorded in conjunction with the aforementioned debt-for-equity exchange during the fourth quarter of 2022. Debt extinguishment charges of $29.9 million were recorded in the second quarter of 2021 due to an early redemption of certain senior notes.

Interest expense, net decreased by $5.0 million, primarily due to a reduction in debt balances as a result of the Separation-related debt redemptions at the beginning of the second quarter of 2022.

The effective tax rate for Net income from continuing operations during 2022 was (1,745.8)% on a loss from continuing operations before income taxes, which was different than the 2022 U.S. federal statutory tax rate of 21% mainly due to the net impact of U.S. tax on non-deductible costs and capital gains on current year transactions. These were partially offset by the reduction of valuation allowances on U.S. and German net operating losses, and interest limitation carryforwards. The effective tax rate for 2021 was 16.0% on a loss from continuing operations before income taxes, which was lower than the 2021 U.S. federal statutory tax rate of 21% mainly due to the impact of additional U.S. tax on international operations and certain non-deductible expenses. These were offset by the net impact of reduction of valuation allowance on U.S. federal net operating losses.

Net loss from continuing operations decreased primarily due to the gain on the ESAB common stock, as well as the insurance settlement gain and acquisition-related sales, offset by costs associated with the Separation and acquisition-related costs. Net loss margin from continuing operations decreased by 480 basis points due to the aforementioned factors. Adjusted EBITDA increased due to organic growth and lower operating expenses in existing businesses, partially offset by inflation of supply chain, logistics, and other costs. Adjusted EBITDA margin excluding the effects of recent acquisitions and foreign currency pressures increased by approximately 150 basis points. Our recent acquisitions were dilutive to the margin by approximately 70 basis points and are expected to be accretive to margins in future years.

Business Segments

As discussed further above, we report results in two reportable segments: P&R and Recon. Operating loss, adjusted EBITDA and adjusted EBITDA margins at the operating segment level also include allocations of certain central function expenses not directly attributable to either operating segment. See See Item 7. "Non-GAAP Measures" for a further discussion and reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures.

P&R

We develop, manufacture, and distribute rigid bracing products, orthopedic soft goods, vascular systems and compression garments, and hot and cold therapy products and offer robust recovery sciences products in the clinical rehabilitation and sports medicine markets such as bone growth stimulators and electrical stimulators used for pain management. P&R products are marketed under several brand names, most notably DJO, to orthopedic specialists, primary care physicians, pain management specialists, physical therapists, podiatrists, chiropractors, athletic trainers, and other healthcare professionals who treat patients with a variety of treatment needs including musculoskeletal conditions resulting from degenerative diseases, deformities, traumatic events and sports-related injuries. Many of our medical devices and related accessories are used by athletes and other patients for injury prevention and at-home physical therapy treatments. We reach a diverse customer base through multiple distribution channels, including independent distributors, direct salespeople, and directly to patients.

The following table summarizes selected financial data for P&R:

	Year Ended December 31,		
	2023	2022	2021
	(Dollars in millions)		
Net sales	$ 1,076.8	$ 1,027.6	$ 1,026.0
Gross profit	$ 557.5	$ 518.2	$ 516.1
Gross profit margin	51.8 %	50.4 %	50.3
Selling, general and administrative expenses	$ 442.7	$ 438.9	$ 421.9
Research and development expense	$ 35.1	$ 33.5	$ 30.2
Operating loss (GAAP)	$ (24.7)	$ (18.2)	$ (14.9)
Operating loss margin	(2.3)%	(1.8)%	(1.5)
Adjusted EBITDA (non-GAAP)	$ 152.5	$ 141.3	$ 133.5
Adjusted EBITDA margin (non-GAAP)	14.2 %	13.8 %	13.0

2023 Compared to 2022

Net sales in P&R increased $49.2 million, or 4.8%, compared with the prior year period, driven by organic growth in existing businesses which was aided by pricing increases to mitigate inflation. Gross profit increased $39.3 million due to the improved sales, offset by the effect of unfavorable foreign currency and inflation of supply chain, logistics, and other costs. Gross profit margin increased 140 basis points due to improved sales mix and inflation-related customer pricing, partially offset by the effect of unfavorable foreign currency in a primary manufacturing facility. Selling, general and administrative expense increased $3.8 million, which included an increase of $30.5 million, or 7%, primarily due to investment to support growth in the business, spending on MDR and other costs, largely offset by a reduction of in allocated Strategic transaction costs of $26.7 million which were higher in 2022 due to the Separation. Operating loss increased due to an insurance settlement gain recorded in the second quarter of 2022, an increase of $13.5 million in amortization of acquired intangibles, and the net increase in the aforementioned selling, general and administrative expenses, partially offset by the higher gross profit. Adjusted EBITDA and Adjusted EBITDA margin increased due to improved sales mix, partially offset by unfavorable foreign currency impacts in a primary manufacturing facility during the year ended December 31, 2023 compared to the prior year.

2022 Compared to 2021

Net sales in P&R increased $1.6 million in the year ended December 31, 2022 compared with the prior year period, driven by organic growth in existing businesses which was aided by pricing increases to mitigate inflation, mostly offset by $30.9 million of currency translation pressure. Gross profit increased $2.1 million due to the improved sales, offset by inflation of supply chain, logistics, and other costs and unfavorable foreign currency effects. Gross profit margin increased 10 basis points for the same reasons. Selling, general and administrative expense increased primarily due to increased costs related to the Separation, offset by lower central costs. Adjusted EBITDA and Adjusted EBITDA margin increased due to the reduction in central cost allocations, partially offset by inflation of supply chain, logistics, and other costs.

Recon

We develop, manufacture, and market a wide variety of knee, hip, shoulder, elbow, foot, ankle, and finger implant products and surgical productivity solutions that serve the orthopedic reconstructive joint implant market. Our products are primarily used by surgeons for surgical procedures.

The following table summarizes selected financial data for Recon:

	Year Ended December 31,		
	2023	2022	2021
	(Dollars in millions)		
Net sales	$ 630.4	$ 535.5	$ 400.2
Gross profit	$ 433.2	$ 351.1	$ 261.6
Gross profit margin	68.7 %	65.6 %	65.4
Selling, general and administrative expenses	$ 387.6	$ 334.0	$ 243.8
Research and development expense	$ 40.3	$ 27.4	$ 18.9
Operating loss (GAAP)	$ (41.0)	$ (52.9)	$ (47.9
Operating loss margin	(6.5)%	(9.9)%	(12.0
Adjusted EBITDA (non-GAAP)	$ 116.7	$ 94.7	$ 72.5
Adjusted EBITDA margin (non-GAAP)	18.5 %	17.7 %	18.1

2023 Compared to 2022

Net sales increased in Recon by $94.9 million, or 17.7%, primarily due to higher sales volumes driven by broad market strength and market outperformance. Gross profit increased in the year ended December 31, 2023 compared to the prior year, primarily due to increased sales in our existing businesses, improved operating cost leverage, and the benefit of a decrease of $12.7 million in inventory fair value step-up amortization charges, which also led to an increase in Gross profit margin. Selling, general and administrative expense increased $53.6 million, including an increase of $43.1 million, or 15%, due to the growth in Recon from increased commissions driven by higher sales, investments to support growth, spending on MDR, and cost inflation, as well as a net increase in Strategic transactions costs of $3.9 million from an increase in deal and integration costs for the Lima and Novastep acquisitions offset by a decrease of Separation costs. Research and development expense increased compared to the prior year period, primarily due to increased spend within recently acquired businesses which are investing in surgical productivity solutions and computer-assisted surgery technologies. Operating loss decreased primarily due to the aforementioned factors driving organic growth, offset by an insurance settlement gain recorded in the second quarter of 2022 and an increase of $6.2 million in amortization of acquired intangibles. Adjusted EBITDA increased primarily due to growth in existing businesses and operating leverage, partially offset by inflation of supply chain, logistics, and other costs. Without the impact of recent acquisitions, Adjusted EBITDA increased 150 basis points compared to prior year. The recent acquisitions of Novastep and 360 Med Care were dilutive to the margin by approximately 70 basis points but are expected to be accretive to margins in future years.

2022 Compared to 2021

Net sales increased for Recon in the year ended December 31, 2022 compared with the prior year, primarily due to acquisition-related sales growth of $93.3 million and existing business sales growth of $47.1 million. Sales were negatively impacted in 2021, most notably the second half of the year, due to COVID-19 surges and a related deceleration in elective surgical procedure volumes. Gross profit and gross profit margin increased primarily due to acquisition and existing business growth, partially offset by inflation of supply chain, logistics, and other costs. Selling, general and administrative expense also increased primarily due to $50.3 million of costs from acquisitions, including integration costs for the newly-acquired businesses, as well as increased central costs, including costs associated with the Separation. Adjusted EBITDA increased primarily due to growth in existing businesses, partially offset by inflation of supply chain, logistics, and other costs. Without the impact of recent acquisition, Adjusted EBITDA margin increased 260 basis points compared to prior year. Recent acquisitions were dilutive to the margin by approximately 300 basis points, but are expected to be accretive to margins in future years.

Liquidity and Capital Resources

Overview

We finance our long-term capital and working capital requirements through a combination of cash flows from operating activities, various borrowings and the issuances of equity. We expect that our primary ongoing requirements for cash will be for working capital, funding of acquisitions, capital expenditures, restructuring cash outflows, and interest and principal repayments on our term loan and amounts drawn on our revolving credit facility. We believe we could raise additional funds in the form of debt or equity if it was determined to be appropriate for strategic acquisitions or other corporate purposes.

ESAB Separation

We completed the separation of ESAB on April 4, 2022, through a tax-free, pro-rata distribution of 90% of the outstanding common stock of ESAB to our shareholders. At the time of the Separation, we retained 10% of the shares of ESAB common stock.

In connection with the Separation, ESAB issued $1.2 billion of new debt securities, the proceeds from which were used to fund a $1.2 billion cash distribution to us upon Separation. We used the distribution proceeds in conjunction with $450 million of borrowings on a term loan under our Enovis Credit Agreement and $52.3 million of cash on hand to repay $1.4 billion of outstanding debt and accrued interest on our prior credit facility, $302.8 million of outstanding debt and accrued interest on our senior notes due February 15, 2026 ("2026 Notes"), as well as a redemption premium at 103.188% of the principal amount of our 2026 Notes, and other fees and expenses due at closing. Additionally, on April 7, 2022, we completed the redemption of our senior unsecured notes due April 2025 ("Euro Senior Notes") representing all of our outstanding €350.0 million principal 3.25% Senior Notes due 2025 at a redemption price of 100.813% of the principal amount and accrued interest for $391.2 million. See section *Enovis Term Loan and Revolving Credit Facility* in Note 13, "Debt" in the accompanying Notes to Consolidated Financial Statements for more detail on the new Enovis Credit Agreement.

In the second quarter of 2022, we recorded Debt extinguishment charges of $20.1 million, including $12.7 million of redemption premiums on the retired debt instruments and $7.4 million in noncash write-offs of original issue discount and deferred financing fees.

On November 18, 2022, we divested the retained ESAB shares to a lender under the Enovis Credit Agreement in a tax-efficient exchange for extinguishing $230.5 million of our outstanding term loan under the Enovis Credit Agreement.

Equity Capital

In connection with the Separation, we effected a one-for-three reverse stock split of all issued and outstanding shares of Enovis common stock. As a result of the reverse stock split, all share and per share figures, as applicable, contained in the accompanying Consolidated Financial Statements and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations have been retroactively restated as if the reverse stock split occurred at the beginning of the periods presented.

On March 19, 2021, we completed the underwritten public offering of 5.4 million shares of our common stock, as adjusted for the reverse stock split, resulting in net proceeds of $711.3 million, after deducting offering expenses and underwriters' discount and commissions. We used the proceeds to pay down a certain portion of our senior notes.

On July 28, 2021, the Company issued 2.2 million shares of Common stock, as adjusted for the reverse stock split, to the former shareholders of Mathys for acquisition consideration of $285.7 million.

On September 22, 2023, the Company agreed to issue 1.9 million shares of our common stock to the seller of Lima for acquisition consideration of €100 million based on the thirty-day volume weighted average price of the Company's common stock as of the close of business on September 21, 2023. These shares are expected to be issued within eighteen months following the closing of the Lima Acquisition, subject to certain adjustments and conditions as provided for in the Lima Acquisition purchase agreement.

In 2018, our Board of Directors authorized the repurchase of our common stock from time-to-time on the open market or in privately negotiated transactions. No stock repurchases have been made under this plan since the third quarter of 2018. As of December 31, 2023, the remaining stock repurchase authorization provided by our Board of Directors was $100.0 million. The

iming, amount, and method of shares repurchased is determined by management based on its evaluation of market conditions and other factors. There is no erm associated with the remaining repurchase authorization.

Enovis Term Loan and Revolving Credit Facility

On April 4, 2022, we entered into a new credit agreement (the "Enovis Credit Agreement"), consisting of a $900 million revolving credit facility (the 'Revolver") with an April 4, 2027 maturity date and a term loan with an initial aggregate principal amount of $450.0 million and an April 4, 2023 maturity date (the "Enovis Term Loan"). The Revolver contains a $50 million swing line loan sub-facility. Certain U.S. subsidiaries of the Company guarantee the obligations under the Enovis Credit Agreement.

On November 18, 2022, the Company completed an exchange with a lender under the Enovis Credit Agreement of 6,003,431 shares of common stock of ESAB, representing all of the retained shares in ESAB following the Separation, for $230.5 million of the $450.0 million in Enovis Term Loan that was outstanding at that time under the Enovis Credit Agreement, net of cost to sell. On March 1, 2023, the Company extinguished the remaining outstanding balance on the Enovis Term Loan with borrowings on the Revolver.

The Enovis Credit Agreement contains customary covenants limiting the ability of the Company and its subsidiaries to, among other things, incur debt or liens, merge or consolidate with others, dispose of assets, make investments or pay dividends. In addition, the Enovis Credit Agreement contains financial covenants requiring the Company to maintain (i) a maximum total leverage ratio of not more than 3.75:1.00 commencing with the fiscal quarter ending June 30, 2023, and a step-down to 3.50:1.00 commencing with the fiscal quarter ending June 30, 2024, and (ii) a minimum interest coverage ratio of 3.00:1.00. The Enovis Credit Agreement contains various events of default (including failure to comply with the covenants under the Enovis Credit Agreement and related agreements) and upon an event of default the lenders may, subject to various customary cure rights, require the immediate payment of all amounts outstanding under the Enovis Term Loan and the Revolver. As of December 31, 2023, the Company was in compliance with the covenants under the Enovis Credit Agreement.

On October 23, 2023 the Company entered into an amendment to the Enovis Credit Agreement (the "Amendment"). The Amendment provided for a new term loan commitment in the aggregate amount of $400 million (the "Term Loan Facility"). The Term Loan Facility extended to the Company under the Amendment was funded on January 3, 2024, the date the Lima Acquisition was consummated. The Term Loan Facility requires quarterly principal repayments at 1.25% of the initial aggregate principal amount and ultimately matures on April 4, 2027.

Pursuant to the Amendment, effective as of January 3, 2024, the date of consummation of the Lima Acquisition, (i) all facilities under the Enovis Credit Agreement (including the Term Loan Facility) became secured by certain personal property of the Company and certain of its subsidiaries, subject to limitations and exclusions; (ii) the financial covenant under the Enovis Credit Agreement was be adjusted from total leverage ratio to senior secured leverage ratio and requires the senior secured leverage ratio to be no more than 3.75:1.00 with a step down to 3.50:1.00 commencing with the fiscal quarter ending June 30, 2024; (iii) certain changes to the negative covenants became effective (including restrictions on repayments of junior financing and amendments to junior financing documents); and (iv) certain additional changes were implemented (including the removal of the guaranty fallaway provision).

As of December 31, 2023, the weighted-average interest rate of borrowings under the Enovis Credit Agreement was 6.58%, excluding accretion of original issue discount and deferred financing fees, and there was $880.0 million available on the Revolver.

Euro Senior Notes

In 2017, we issued senior unsecured notes with an aggregate principal amount of €350.0 million due in May 2025, with an interest rate of 3.25%. The Euro Senior Notes were redeemed on April 7, 2022 at 100.813% of the principal amount after the completion of the Separation.

Tangible Equity Unit ("TEU") Amortizing Notes

In 2019, we issued 5.75% TEU amortizing notes due in January 2022 at an initial principal amount of $15.6099 per note with equal quarterly cash installments of $1.4375 per note representing a payment of interest and partial payment of principal. The Company paid $6.5 million and $25.0 million of principal on the TEU amortizing notes in the years ended December 31, 2022 and 2021, respectively. The final installment payment was made on January 15, 2022. Additionally, in the first quarter of

2022, all of the remaining related TEU prepaid stock purchase contracts were converted to shares of common stock. See Note 14, "Equity" for further nformation.

2024 Notes and 2026 Notes

The Company had senior notes with a remaining principal amount of $300 million, which were due on February 15, 2026 and had an interest rate of 5.375%. The 2026 Notes were redeemed on April 7, 2022 at 103.188% of the principal amount after the completion of the Separation.

On April 24, 2021, the Company used the proceeds from its March 2021 equity offering to redeem all of its $600.0 million 6.0% senior notes due February 14, 2024 (the "2024 Notes") and $100 million of the outstanding principal of its 2026 Notes for $724.4 million. The 2024 Notes were redeemed at a redemption price of 103.000% of their principal amount and the 2026 Notes were redeemed at a redemption price of 106.375% of their principal amount, plus, in each case, accrued and unpaid interest through the date of redemption. In the second quarter of 2021, a net loss on the early extinguishment of debt of $29.9 million was recorded and included $24.4 million of call premium on the retired debt.

Convertible Notes and Capped Calls

In connection with the signing of the definitive stock purchase agreement for the Lima Acquisition, we entered into several financing agreements in October 2023. On October 24, 2023, we issued $460 million aggregate principal amount of senior unsecured convertible notes in a private placement pursuant to Rule 144A (the "2028 Notes"). The 2028 Notes have an interest rate of 3.875%, payable semiannually in arrears on April 15 and October 15 of each year, beginning April 15, 2024. The 2028 Notes will mature on October 15, 2028 unless earlier repurchased, redeemed, or converted.

We also entered into privately negotiated capped call transactions with certain of the initial purchasers of the 2028 Notes. The capped call transactions are intended generally to mitigate potential dilution to our common stock upon conversion of any 2028 Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted 2028 Notes, as the case may be, with such reduction and/or offset subject to a cap. The $62 million capped call payment was classified as equity since it meets the derivative scope exception included in ASC 815 Derivative and Hedging.

Other Indebtedness

In addition, we are party to various bilateral credit facilities with a borrowing capacity of $30.0 million. Total letters of credit of $11.5 million were outstanding as of December 31, 2023.

We believe that our sources of liquidity are adequate to fund our operations for the next twelve months and the foreseeable future.

Cash Flows

As of December 31, 2023, we had $44.8 million of Cash and cash equivalents and restricted cash, an increase of $20.5 million from the $24.3 million of Cash and cash equivalents on hand as of December 31, 2022. The following table summarizes the change in Cash and cash equivalents during the periods indicated and includes cash flows related to discontinued operations:

20241015027

	Year Ended December 31,		
	2023	2022	2021
	(Dollars in millions)		
Net cash provided by (used in) operating activities	$ 135.0	$ (55.9)	$ 356.1
Purchases of property, plant and equipment and intangibles	(122.2)	(105.5)	(104.2)
Proceeds from sale of property, plant and equipment	32.6	2.7	7.0
Payments for acquisitions, net of cash received, and investments	(152.8)	(73.7)	(223.3)
Net cash used in investing activities	(242.5)	(176.4)	(320.5)
Proceeds from (repayments of) borrowings, net	217.2	(1,591.2)	(126.0)
Distribution from ESAB Corporation, net	—	1,143.4	—
Proceeds from issuance of common stock, net	1.8	5.8	745.2
Payment of capped call transactions	(62.0)	—	—
Payment of debt extinguishment costs	—	(12.7)	(24.4)
Other financing	(29.2)	(10.4)	(9.9)
Net cash provided by (used in) financing activities	127.8	(465.1)	584.9
Effect of foreign exchange rates on Cash and cash equivalents	0.2	2.3	(2.2)
Increase (decrease) in Cash and cash equivalents and restricted cash	$ 20.5	$ (695.1)	$ 618.3

Cash (used in) provided by operating activities related to discontinued operations for the years ended December 31, 2023, 2022 and 2021 was $(2) million, $(27) million, and $224 million, respectively.

Cash flows from operating activities can fluctuate significantly from period to period due to changes in working capital and the timing of payments for items such as restructuring, interest, income taxes and strategic transaction costs. Changes in significant operating cash flow items are discussed below.

- Operating cash flows (used in) provided by continuing operations working capital was $(47.7) million, $(116.0) million, and $8.2 million for the years ended December 31, 2023, 2022 and 2021, respectively. The uses in 2023 and 2022 are primarily due to business growth and increases in inventory to insulate for supply chain volatility.

- Cash paid for strategic transaction costs in our continuing operations were $38.3 million, $61.0 million and $23.4 million for the years ended December 31, 2023, 2022 and 2021, respectively. These costs were related to the Separation, business development and integration costs of recent acquisitions.

- Cash paid for interest was $16.3 million, $37.1 million and $85.5 million for the years ended December 31, 2023, 2022 and 2021, respectively. The decreases are primarily a result of the change in our capital structure due to the Separation. At the time of the Separation, the Company's total debt of $2.1 billion was repaid and replaced with a $450.0 million term loan that was further reduced by $230.5 million in November 2022 with the exchange of ESAB shares.

- During 2023, 2022, and 2021 cash payments of $16.2 million, $18.5 million and $8.0 million, respectively, were made related to our restructuring initiatives.

- Cash paid for MDR and other costs were $27.4 million, $16.7 million, and $7.9 million for the years ended December 31, 2023, 2022 and 2021, respectively.

- 2023 includes a favorable change in accrued compensation and benefits of approximately $20.0 million.

- 2021 includes a one-time cash inflow from a $36.0 million U.S. federal tax refund received in the first quarter of 2021.

Cash flows used in investing activities for 2023, 2022 and 2021 include $152.8 million, $73.7 million, and $223.3 million, respectively, for acquisitions and investments. Refer to Note 5 "Acquisitions and Investments" in the accompanying Notes to the Consolidated Financial Statements for more information. Additionally, cash flows used in investing activities in 2023, 2022, and 2021 include $122.2 million, $105.5 million, and $104.2 million, respectively, for purchases of property, plant, equipment, and intangibles. Included in these amounts is $5.9 million and $35.6 million for 2022, and 2021, respectively, related to discontinued operations. The $32.6 million proceeds from sale of property, plant and equipment in 2023 is from the sale of a facility related to our discontinued operations.

Cash flows provided by financing activities in 2023 include net debt borrowings of $217.2 million, partially offset by amounts paid for the capped call transactions of $62.0 million and debt issuance costs of $25.7 million. Cash flows used in financing activities in 2022 includes $1.6 billion net repayment of borrowings, which included the outstanding debt on our prior credit facility, 2026 Notes and Euro Senior Notes, partially offset by borrowings on a term loan under our new credit facility. The repayments were primarily funded by a $1.2 billion cash distribution from ESAB to us upon Separation. Cash flows provided by financing activities in 2021 include $745.2 million in proceeds from the issuance of common stock, partially offset by net debt repayments of $126.0 million.

Our Cash and cash equivalents as of December 31, 2023 include $19.4 million held in jurisdictions outside the U.S. Cash repatriation of non-U.S. cash into the U.S. may be subject to taxes, other local statutory restrictions and minority owner distributions.

Contractual Obligations

Debt

As of December 31, 2023, the Company's Revolver and senior unsecured convertible notes (the "2028 Notes") had principal amounts outstanding of $20.0 million and $460.0 million, respectively. There are no required principal payments due on the Revolver within 12 months and it matures on April 4, 2027. The 2028 Notes have an interest rate of 3.875%, payable semi annually in arrears on April 15 and October 15 of each year, beginning April 15, 2024, and will mature on October 15, 2028 unless earlier repurchased, redeemed, or converted.

Interest Payments on Debt

Based on December 31, 2023 outstanding balances we estimate future interest payments associated with the senior unsecured convertible notes and Revolver of $83.5 million and $4.9 million, respectively, with $18.1 million and $1.2 million payable within 12 months. Variable interest payments are estimated using a static rate of 3.875% for the senior unsecured convertible notes and 5.68% for the Revolver, respectively.

Operating Leases

The Company leases certain office space, warehouse, distribution, and production facilities, as well as vehicles and equipment. As of December 31, 2023, the Company had fixed lease payment obligations of $71.7 million, with $19.5 million payable within 12 months.

2941302772

Purchase Obligations

As of December 31, 2023, the Company had other purchase obligations of $145.9 million, with $135.3 million payable within 12 months. Purchase obligations herein exclude open purchase orders for goods or services that are provided on demand as the timing of which is not certain.

We have funding requirements associated with our pension plans as of December 31, 2023, which are estimated to be $3.5 million for the year ending December 31, 2024. Other long-term liabilities, such as those for other legal claims, employee benefit plan obligations, deferred income taxes and liabilities for unrecognized income tax benefits, are excluded from this disclosure since they are not contractually fixed as to timing and amount.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that provide liquidity, capital resources, market or credit risk support that expose us to any liability that is not reflected in our Consolidated Financial Statements at December 31, 2023 other than outstanding letters of credit of $11.5 million and unconditional purchase obligations with suppliers of $145.9 million.

Critical Accounting Policies

The methods, estimates and judgments we use in applying our critical accounting policies have a significant impact on our results of operations and financial position. We evaluate our estimates and judgments on an ongoing basis. Our estimates are based upon our historical experience, our evaluation of business and macroeconomic trends and information from other outside sources, as appropriate. Our experience and assumptions form the basis for our judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may vary from what our management anticipates and different assumptions or estimates about the future could have a material impact on our results of operations and financial position.

We believe the following accounting policies are the most critical in that they are important to the financial statements and they require the most difficult, subjective or complex judgments in the preparation of the financial statements. For a detailed discussion on the application of these and other accounting policies, see Note 2, "Summary of Significant Accounting Policies" in the accompanying Notes to Consolidated Financial Statements in this Form 10-K.

Goodwill and Intangible Assets

Goodwill represents the costs in excess of the fair value of net assets acquired associated with our business acquisitions. Our business acquisitions typically result in the recognition of Goodwill, developed technology, trade name or trademark, and customer relationship intangible assets, which affect the amount of future period amortization expense and possible impairment charges that we may incur. The fair values of acquired intangibles are determined using estimates and assumptions based on information available near the acquisition date. Significant assumptions include the discount rates, projected net sales and operating income metrics, royalty rates and technology obsolescence rates. These assumptions are forward looking and could be affected by future economic and market conditions. We engage third-party valuation specialists who review the critical assumptions and calculations of the fair value of acquired intangible assets in connection with our significant acquisitions. In connection with our acquisition of Novastep during the year ended December 31, 2023, we recognized Goodwill of approximately $44 million and identifiable intangible assets of approximately $52 million. In connection with our acquisitions of 360 Med Care and Insight during the year ended December 31, 2022, we recognized aggregate Goodwill of approximately $53 million and identifiable intangible assets of approximately $57 million. Refer to Notes 2, 5 and 9 to the Consolidated Financial Statements for a description of the Company's policies relating to Goodwill and intangible assets.

We evaluate the recoverability of Goodwill and indefinite-lived intangible assets annually or more frequently if an event occurs or circumstances change in the interim that would more likely than not reduce the fair value of the asset below its carrying amount. Goodwill and indefinite-lived intangible assets are considered to be impaired when the carrying value of a reporting unit or asset exceeds its value.

In the evaluation of Goodwill for impairment, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting entity is less than its carrying value. If we determine that it is more likely than not for a reporting unit's fair value to be greater than its carrying value, a calculation of the fair value is not performed. If we determine that it is more likely than not for a reporting unit's fair value to be less than its carrying value, a calculation of the fair value is performed and compared to the carrying value of that reporting unit. In certain instances, we may elect to forgo the qualitative

assessment and proceed directly to the quantitative impairment test. If the carrying value of a reporting unit exceeds its fair value, Goodwill of that reporting unit is impaired and an impairment loss is recorded equal to the excess of the carrying value over its fair value.

Generally, we measure fair value of reporting units based on a present value of future discounted cash flows and a market valuation approach. The discounted cash flow models indicate the fair value of the reporting units based on the present value of the cash flows that the reporting units are expected to generate in the future. Significant estimates in the discounted cash flow models include the weighted average cost of capital, revenue growth rates, long-term rate of growth, profitability of our business, tax rates, and working capital effects. The market valuation approach indicates the fair value of the business based on a comparison against certain market information. Significant estimates in the market approach model include identifying appropriate market multiples and assessing earnings before interest, income taxes, depreciation and amortization.

Due to overall market declines as a result of the COVID-19 pandemic, management decided to forgo the qualitative assessment and performed quantitative Goodwill impairment tests for the years ended December 31, 2022 and 2023, which resulted in no impairment.

Upon the Separation in April 2022, Goodwill was allocated on a relative fair value basis between the Company's new reporting units Reconstructive and Prevention & Recovery.

For the year ended December 31, 2023, management performed a quantitative assessment of Goodwill for the Reconstructive and Prevention & Recovery reporting units, both of which indicated no impairment existed. The carrying amount of Goodwill of the Prevention & Recovery and Reconstructive reporting units for the year ended December 31, 2023 was $1.1 billion and $1.0 billion, respectively. We determined the fair value of the reporting units by equally weighting a discounted cash flow approach and market valuation approach, and the reporting unit's fair value exceeded its carrying amount by approximately 4% and 8%, respectively. Determining the fair value of a reporting unit requires the application of judgment and involves the use of significant estimates and assumptions which can be affected by changes in business climate, economic conditions, the competitive environment and other factors. We base these fair value estimates on assumptions our management believes to be reasonable but which are unpredictable and inherently uncertain. Future changes in the judgment, assumptions and estimates could result in significantly different estimates of fair value in the future. An increase in discount rates, a reduction in projected cash flows or a combination of the two could lead to a reduction in the estimated fair values, which may result in impairment charges that could materially affect our financial statements in any given year. For sensitivity analysis, we estimated the fair value of the Prevention & Recovery and Reconstructive reporting units if we reduced the long-term revenue growth rate by 25 basis points, and the resulting excess fair value over carrying value decreased by 130 and 150 basis points, respectively.

A sustained decline in our end-markets and geographic markets could increase the risk of impairments in future years. Actual results could differ from our estimates and projections, which would also affect the assessment of impairment. As of December 31, 2023, we have Goodwill of $2.1 billion that is subject to at least annual review for impairment. See Note 9, "Goodwill and Intangible Assets", in the accompanying Notes to Consolidated Financial Statements for further information.

Income Taxes

We account for income taxes under the asset and liability method, which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion of the deferred tax asset will not be realized. In evaluating the need for a valuation allowance, we consider various factors, including the expected level of future taxable income and available tax planning strategies. If actual results differ from the assumptions made in the evaluation of our valuation allowance, we record a change in valuation allowance through income tax expense in the period such determination is made.

Accounting Standards Codification 740, "Income Taxes" prescribes a recognition threshold and measurement attribute for a position taken in a tax return. Under this standard, we must presume the income tax position will be examined by a relevant tax authority and determine whether it is more likely than not that the income tax position will be sustained upon examination based on its technical merits. An income tax position that meets the more-likely-than-not recognition threshold is then measured to determine the amount of the benefit to be recognized in the financial statements. Liabilities for unrecognized income tax benefits are reviewed periodically and are adjusted as events occur that affect our estimates, such as the availability of new information, the lapsing of applicable statutes of limitations, the conclusion of tax audits and, if applicable, the conclusion of any court proceedings. To the extent we prevail in matters for which liabilities for unrecognized tax benefits have been established or are required to pay amounts in excess of our liabilities for unrecognized tax benefits, our effective income tax rate in a given period could be materially affected. We recognize interest and penalties related to unrecognized tax benefits in the Consolidated Statements of Operations as part of Income tax benefit. Net liabilities for unrecognized income tax benefits, including accrued interest and penalties, were $34.1 million as of December 31, 2023 and are included in Other liabilities or as a reduction to deferred tax assets in the accompanying Consolidated Balance Sheet.

Revenue Recognition

We account for revenue in accordance with Topic 606, "Revenue from Contracts with Customers". We recognize revenue when control of promised goods or services is transferred to the customer. The amount of revenue recognized reflects the consideration to which we expect to be entitled in exchange for transferring the goods or services. The nature of our contracts gives rise to certain types of variable consideration, including rebates and other discounts. We include estimated amounts of variable consideration in the transaction price to the extent that it is probable there will not be a significant reversal of revenue. Estimates are based on historical or anticipated performance and represent our best judgment at the time. Any estimates are evaluated on a quarterly basis until the uncertainty is resolved. Additionally, related to sales of our medical device products and services, we maintain provisions for estimated contractual allowances for reimbursement amounts from certain third-party payors based on negotiated contracts, historical experience for non-contracted payors, and the impact of new contract terms or modifications of existing arrangements with these customers. We report these allowances as a reduction to Net sales.

We provide a variety of products and services to our customers. Most of our contracts consist of a single, distinct performance obligation or promise to transfer goods or services to a customer. For contracts that include multiple performance obligations, we allocate the total transaction price to each performance obligation using our best estimate of the standalone selling price of each identified performance obligation.

A majority of the revenue we recognize relates to contracts with customers for standard or off-the-shelf products. As control typically transfers to the customer upon shipment of the product in these circumstances, revenue is generally recognized at that point in time. For service contracts, we recognize revenue ratably over the period of performance as the customer simultaneously receives and consumes the benefits of the services provided.

Any recognized revenues in excess of customer billings are recorded as a component of Trade receivables. Billings to customers in excess of recognized revenues are recorded as a component of Accrued liabilities. Each contract is evaluated individually to determine the net asset or net liability position. Substantially all of our revenue is recognized at a point in time, and revenue recognition and billing typically occur simultaneously.

The period of benefit for our incremental costs of obtaining a contract would generally have less than a one-year duration; therefore, we apply the practical expedient available and expense costs to obtain a contract when incurred.

Trade receivables are presented net of an allowance for credit losses under ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The estimate of current expected credit losses on trade receivables considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. The allowance for credit losses was $9.7 million and $8.0 million as of December 31, 2023 and 2022, respectively.

Recently Issued Accounting Pronouncements

For detailed information regarding recently issued accounting pronouncements and the expected impact on our financial statements, see Note 3, "Recently Issued Accounting Pronouncements" in the accompanying Notes to Consolidated Financial Statements included in this Form 10-K.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to market risk from changes in short-term interest rates, foreign currency exchange rates and commodity prices that could impact our results of operations and financial condition. We address our exposure to these risks through our normal operating and financing activities. We do not enter into derivative contracts for speculative purposes.

Interest Rate Risk

We are subject to exposure from changes in short-term interest rates related to interest payments on certain borrowing arrangements. Certain borrowings as of December 31, 2023 are variable rate facilities based on Secured Overnight Financing Rate ("SOFR"). In order to mitigate our interest rate risk, we may enter into interest rate swap or collar agreements. A hypothetical increase in the interest rate of 1.00% during 2023 would have increased Interest expense on our variable-rate debt by approximately $2.8 million.

Exchange Rate Risk

We have manufacturing sites in Europe, Africa, and Asia and sell our products internationally. As a result, we are exposed to movements in the exchange rates of various currencies against the U.S. dollar and against the currencies of other countries in which we manufacture and sell products and services. During 2023, approximately 32% of our sales were derived from operations outside the U.S. We also have manufacturing operations in European countries that are not part of the Eurozone. We also have significant contractual obligations in U.S. dollars that are met with cash flows in other currencies as well as U.S. dollars. To better match revenue and expense as well as cash needs from contractual liabilities, we may enter into foreign currency swaps and forward contracts.

We also face exchange rate risk from our investments in subsidiaries owned and operated in foreign countries. We have the ability to borrow in Euros under our Credit Facility. The effect of a change in currency exchange rates on our net investment in international subsidiaries is reflected in the Accumulated other comprehensive loss component of Equity. A 10% depreciation in major currencies, relative to the U.S. dollar as of December 31, 2023 would result in a reduction in Equity of approximately $110 million.

We also face exchange rate risk from transactions with customers in countries outside the U.S. and from intercompany transactions between affiliates. Although we use the U.S. dollar as our functional currency for reporting purposes, we have manufacturing sites in Europe, Africa, and Asia, and a portion of our costs are incurred and sales are generated in foreign currencies. Costs incurred and sales recorded by subsidiaries operating outside of the U.S. are translated into U.S. dollars using exchange rates effective during the respective period. As a result, we are exposed to movements in the exchange rates of various currencies against the U.S. dollar.

Commodity Price Risk

We are exposed to changes in the prices of raw materials used in our production processes. In order to manage commodity price risk, we periodically enter into fixed price contracts directly with suppliers.

See Note 17, "Financial Instruments and Fair Value Measurements" in the accompanying Notes to Consolidated Financial Statements included in this Form 10-K for additional information regarding our derivative instruments.

Item 8. *Financial Statements and Supplementary Data*

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

	Page
Report of Independent Registered Public Accounting Firm – Internal Control Over Financial Reporting (Ernst & Young LLP, Philadelphia, PA, Auditor Firm ID: 42)	59
Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements (Ernst & Young LLP, Philadelphia, PA, Auditor Firm ID: 42)	60
Consolidated Statements of Operations	62
Consolidated Statements of Comprehensive Income (Loss)	63
Consolidated Balance Sheets	64
Consolidated Statements of Equity	65
Consolidated Statements of Cash Flows	66
Notes to Consolidated Financial Statements	67
Note 1. Organization and Nature of Operations	67
Note 2. Summary of Significant Accounting Policies	67
Note 3. Recently Issued Accounting Pronouncements	73
Note 4. Discontinued Operations	73
Note 5. Acquisitions and Investments	76
Note 6. Revenue	79
Note 7. Net Income Per Share from Continuing Operations	80
Note 8. Income Taxes	81
Note 9. Goodwill and Intangible Assets	84
Note 10. Property, Plant and Equipment, Net	85
Note 11. Inventories, Net	85
Note 12. Leases	86
Note 13. Debt	86
Note 14. Equity	89
Note 15. Accrued Liabilities	94
Note 16. Defined Benefit Plans	95
Note 17. Financial Instruments and Fair Value Measurements	100
Note 18. Commitments and Contingencies	102
Note 19. Segment Information	103
Note 20. Subsequent Events	105

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Enovis Corporation

Opinion on Internal Control over Financial Reporting

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index 15(A)(2) and our report dated February 22, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
February 22, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Enovis Corporation

Opinion on the Financial Statements

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 22, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

Goodwill

Description of the Matter	At December 31, 2023, the Company's goodwill allocated to the Prevention & Recovery reporting unit and Reconstructive reporting unit was $1.1 billion and $1.0 billion, respectively. As discussed in Note 9 to the consolidated financial statements, goodwill is not amortized, but rather is subject to an annual impairment test, or more frequent tests if events and circumstances indicate an impairment exists. Auditing the Company's goodwill impairment test was complex and highly judgmental due to the significant estimation required by management to determine the fair value of the Prevention & Recovery and Reconstructive reporting units. In particular, the fair value estimate was sensitive to significant assumptions, such as changes in the discount rates, market multiples, projected revenues and projected operating income metrics that are forward-looking and affected by future economic and market conditions.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls over its annual goodwill impairment testing process, including controls over management's determination of the significant assumptions described above. We also tested management's controls over the completeness and accuracy of the data used in the model. To test the estimated fair value of the Prevention & Recovery and Reconstructive reporting units, we performed audit procedures that included, among others, assessing methodologies and testing the significant assumptions used in the Company's analyses, as well as testing the completeness and accuracy of the underlying data. For example, we compared the significant assumptions to current third-party industry data, and to the historical results of the two reporting units. We performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the two reporting units that would result from changes in key assumptions. We also involved internal valuation specialists to assist in our evaluation of the methodologies and significant assumptions used by the Company. In addition, we tested management's reconciliation of the fair value of both reporting units to the market capitalization of the Company.

's/ Ernst & Young LLP

We have served as the Company's auditor since 2002.

Philadelphia, Pennsylvania
February 22, 2024

22501502776

ENOVIS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
Dollars in thousands, except per share amounts

	Year Ended December 31,		
	2023	2022	2021
Net sales	$ 1,707,197	$ 1,563,101	$ 1,426,188
Cost of sales	716,418	693,718	648,513
Gross profit	990,779	869,383	777,675
Selling, general and administrative expense	830,305	772,913	665,775
Research and development expense	75,331	60,827	49,094
Amortization of acquired intangibles	133,517	126,301	116,920
Insurance settlement gain	—	(36,705)	—
Restructuring and other charges	17,335	17,225	8,685
Operating loss	(65,709)	(71,178)	(62,799)
Interest expense, net	19,749	24,052	29,112
Debt extinguishment charges	7,333	20,396	29,870
Gain on investment in ESAB Corporation	—	(102,669)	—
Gain on cost basis investment	—	(8,800)	—
Other income, net	(25,663)	(2,088)	—
Loss from continuing operations before income taxes	(67,128)	(2,069)	(121,781)
Income tax expense (benefit)	(13,289)	36,120	(19,528)
Net loss from continuing operations	(53,839)	(38,189)	(102,253)
Income from discontinued operations, net of taxes	21,108	26,430	178,531
Net income (loss)	(32,731)	(11,759)	76,278
Less: net income attributable to noncontrolling interest from continuing operations - net of taxes	530	567	1,052
Less: net income attributable to noncontrolling interest from discontinued operations - net of taxes	—	966	3,569
Net income (loss) attributable to Enovis Corporation	$ (33,261)	$ (13,292)	$ 71,657
Net income (loss) per share - basic and diluted			
Continuing operations	$ (1.00)	$ (0.72)	$ (2.02)
Discontinued operations	$ 0.39	$ 0.47	$ 3.42
Consolidated operations	$ (0.61)	$ (0.25)	$ 1.40

See Notes to Consolidated Financial Statements.

ENOVIS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Dollars in thousands

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	$ (32,731)	$ (11,759)	$ 76,278
Other comprehensive income (loss):			
Foreign currency translation, net of tax expense of $—, $338 and $3,449	66,513	(61,378)	(114,389)
Unrealized gain (loss) on hedging activities, net of tax expense (benefit) of $(8,795), $2,711 and $6,980	(27,943)	9,028	23,247
Changes in unrecognized pension and other post-retirement benefit (cost), net of tax expense (benefit) of $(1,343), $2,333 and $3,368	(8,052)	12,207	20,870
Amounts reclassified from Accumulated other comprehensive loss:			
Amortization of pension and other post-retirement net actuarial gain (loss), net of tax expense (benefit) of $(356), $199 and $1,148	(1,976)	629	5,025
Reclassification of hedging gain (loss), net of tax expense (benefit) of $22, $—, and $—	70	—	—
Other comprehensive income (loss)	28,612	(39,514)	(65,247)
Comprehensive income (loss)	(4,119)	(51,273)	11,031
Less: comprehensive income (loss) attributable to noncontrolling interest	593	(583)	3,281
Comprehensive income (loss) attributable to Enovis Corporation	$ (4,712)	$ (50,690)	$ 7,750

See Notes to Consolidated Financial Statements.

2024 0502777

ENOVIS CORPORATION
CONSOLIDATED BALANCE SHEETS
Dollars in thousands, except share amounts

	December 31, 2023	December 31, 2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 36,191	$ 24,295
Trade receivables, less allowance for credit losses of $9,731 and $7,965	291,483	267,380
Inventories, net	468,832	426,643
Prepaid expenses	28,901	28,550
Other current assets	71,112	48,155
Total current assets	896,519	795,023
Property, plant and equipment, net	270,798	236,741
Goodwill	2,060,893	1,983,588
Intangible assets, net	1,127,363	1,110,727
Lease asset - right of use	63,506	66,881
Other assets	90,255	80,288
Total assets	$ 4,509,334	$ 4,273,248
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	$ —	$ 219,279
Accounts payable	132,475	135,628
Accrued liabilities	237,132	210,292
Total current liabilities	369,607	565,199
Long-term debt, less current portion	466,164	40,000
Non-current lease liability	48,684	51,259
Other liabilities	204,178	166,989
Total liabilities	1,088,633	823,447
Equity:		
Common stock, $0.001 par value; 133,333,333 shares authorized; 54,597,142 and 54,228,619 issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	55	54
Additional paid-in capital	2,900,747	2,925,729
Retained earnings	542,471	575,732
Accumulated other comprehensive loss	(24,881)	(53,430)
Total Enovis Corporation equity	3,418,392	3,448,085
Noncontrolling interest	2,309	1,716
Total equity	3,420,701	3,449,801
Total liabilities and equity	$ 4,509,334	$ 4,273,248

See Notes to Consolidated Financial Statements.

ENOVIS CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
Dollars in thousands, except share amounts and as noted

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total
	Shares	Amount					
Balance at January 1, 2021	39,498,896	$ 40	$ 3,478,086	$ 517,367	$ (452,106)	$ 44,487	$ 3,587,874
Net income	—	—	—	71,657	—	4,621	76,278
Distributions to noncontrolling owners	—	—	—	—	—	(3,713)	(3,713)
Other comprehensive income, net of tax expense of $14,945	—	—	—	—	(63,907)	(1,340)	(65,247)
Common stock offering, net of issuance costs	5,366,667	5	711,334	—	—	—	711,339
Conversion of tangible equity units into common stock	4,441,488	4	(4)	—	—	—	—
Common stock issued for acquisition, net of issuance costs	2,181,507	2	285,678	—	—	—	285,680
Common stock-based award activity	594,520	1	69,221	—	—	—	69,222
Balance at December 31, 2021	52,083,078	52	4,544,315	589,024	(516,013)	44,055	4,661,433
Net income (loss)	—	—	—	(13,292)	—	1,533	(11,759)
Distributions to noncontrolling owners	—	—	—	—	—	(1,591)	(1,591)
Other comprehensive income, net of tax expense of $5,581	—	—	—	—	(37,398)	(2,116)	(39,514)
Distribution of ESAB Corporation	—	—	(1,662,795)	—	499,981	(40,510)	(1,203,324)
Conversion of tangible equity units into common stock	1,691,845	2	(2)	—	—	—	—
Acquisition	—	—	—	—	—	345	345
Common stock-based award activity	453,696	—	44,211	—	—	—	44,211
Balance at December 31, 2022	54,228,619	54	2,925,729	575,732	(53,430)	1,716	3,449,801
Net income (loss)	—	—	—	(33,261)	—	530	(32,731)
Other comprehensive loss, net of tax benefit of $10,472	—	—	—	—	28,549	63	28,612
ESAB Separation adjustment	—	—	1,140	—	—	—	1,140
Payment of capped call transactions	—	—	(61,962)	—	—	—	(61,962)
Common stock-based award activity	368,523	1	35,840	—	—	—	35,841
Balance at December 31, 2023	54,597,142	$ 55	$ 2,900,747	$ 542,471	$ (24,881)	$ 2,309	$ 3,420,701

See Notes to Consolidated Financial Statements.

20241015002778

ENOVIS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
Dollars in thousands

	Year Ended December 31,		
	2023	2022	2021
Cash flows from operating activities:			
Net income (loss)	$ (32,731)	$ (11,759)	$ 76,278
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation, amortization and other impairment charges	217,109	219,710	262,919
Stock-based compensation expense	34,065	38,955	35,350
Non-cash interest expense	2,742	3,921	4,752
Gain on investment in ESAB Corporation	—	(102,669)	—
Gain on cost basis investments	—	(8,800)	—
Unrealized gain on currency hedges	(24,311)	—	—
Debt extinguishment charges	7,333	20,396	29,870
Deferred income tax expense (benefit)	(27,412)	6,320	(22,188)
(Gain) loss on sale of property, plant and equipment	(14,539)	352	(2,573)
Pension settlement gain	—	—	(11,208)
Changes in operating assets and liabilities:			
Trade receivables, net	(16,316)	(45,189)	(110,985)
Inventories, net	(24,737)	(118,791)	(129,967)
Accounts payable	(6,638)	(11,843)	178,467
Other operating assets and liabilities	20,423	(46,464)	45,384
Net cash provided by (used in) operating activities	134,988	(55,861)	356,099
Cash flows from investing activities:			
Purchases of property, plant and equipment and intangibles	(122,223)	(105,450)	(104,237)
Proceeds from sale of property, plant and equipment	32,571	2,746	7,033
Payments for acquisitions, net of cash received, and investments	(152,815)	(73,684)	(223,272)
Net cash used in investing activities	(242,467)	(176,388)	(320,476)
Cash flows from financing activities:			
Proceeds from borrowings on term credit facility	—	450,000	—
Repayments of borrowings under term credit facility	(219,468)	(785,000)	—
Proceeds from borrowings on revolving credit facilities and other	455,000	65,000	991,494
Repayments of borrowings on revolving credit facilities and other	(478,337)	(634,883)	(417,526)
Repayments of borrowings on senior notes	—	(686,278)	(700,000)
Proceeds from borrowings on senior unsecured convertible notes	460,000	—	—
Distribution from ESAB Corporation, net	—	1,143,369	—
Payment of debt issuance costs	(25,676)	(2,938)	—
Proceeds from issuance of common stock, net	1,776	5,814	745,179
Payment of debt extinguishment costs	—	(12,704)	(24,375)
Payment of capped call transactions	(61,962)	—	—
Deferred consideration payments and other	(3,536)	(7,507)	(9,866)
Net cash provided by (used in) financing activities	127,797	(465,127)	584,906
Effect of foreign exchange rates on Cash and cash equivalents	219	2,301	(2,228)
Increase (decrease) in Cash and cash equivalents and restricted cash	20,537	(695,075)	618,301
Cash, cash equivalents and restricted cash, beginning of period	24,295	719,370	101,069
Cash, cash equivalents and restricted cash, end of period	$ 44,832	$ 24,295	$ 719,370
Supplemental disclosures:			
Interest payments	$ 16,328	$ 37,089	$ 85,487
Income tax payments, net	$ 12,515	$ 31,360	$ 47,188
Common stock issued for acquisition, net of issuance costs	$ —	$ —	$ 285,680
ESAB Corporation shares exchanged for debt, net of fees	$ —	$ 230,532	$ —

See Notes to Consolidated Financial Statements.

1. Organization and Nature of Operations

Enovis Corporation (the "Company" or "Enovis") was previously Colfax Corporation ("Colfax") until its separation into two differentiated, independent, and publicly traded companies on April 4, 2022. Upon completion of the Separation, the Company retained its specialty medical technology business, changed its name to Enovis Corporation, and began trading under the stock symbol "ENOV" on the New York Stock Exchange on April 5, 2022. Enovis is an innovation-driven medical technology growth company dedicated to developing clinically differentiated solutions that generate measurably better patient outcomes and transform workflows. The Company conducts its business through two operating segments, "Prevention & Recovery" and "Reconstructive". The Prevention & Recovery segment provides orthopedic and recovery science solutions, including devices, software, and services across the patient care continuum from injury prevention to rehabilitation after surgery, injury, or from degenerative disease. The Reconstructive segment provides surgical implant solutions, offering a comprehensive suite of reconstructive joint products for the hip, knee, shoulder, elbow, foot, ankle, and finger and surgical productivity tools.

On April 4, 2022, the Company completed the separation of its fabrication technology business (the "Separation") through a tax free, pro-rata distribution of 90% of the outstanding common stock of ESAB Corporation ("ESAB") to Colfax stockholders. To affect the Separation, Colfax distributed to its stockholders one share of ESAB common stock for every three shares of Colfax common stock held at the close of business on March 22, 2022, with the Company initially retaining 10% of the shares of ESAB common stock immediately following the Separation.

In connection with the Separation, ESAB issued $1.2 billion of new debt securities, the proceeds from which were used to fund a $1.2 billion cash distribution to Enovis upon Separation. The distribution proceeds were used by Enovis in conjunction with $450.0 million of borrowings on a term loan under the Enovis Credit Agreement, as discussed below, and $52.3 million of cash on hand to repay $1.4 billion of outstanding debt and accrued interest on the Company's prior credit facility, and $302.8 million of outstanding debt and accrued interest on its 2026 Notes, pay a redemption premium at 103.188% of the principal amount of the 2026 Notes, and pay other fees and expenses due at closing. Additionally, on April 7, 2022, the Company also completed the redemption of its Euro Senior Notes representing all of its outstanding €350.0 million principal 3.25% Euro Senior Notes due 2025 at a redemption price of 100.813% of the principal amount.

Immediately following the Separation, the Company effected a one-for-three reverse stock split of all issued and outstanding shares of Enovis common stock, and all share and per share figures were restated in the 2022 Form 10-K.

The Company completed the divestiture of its 10% retained shares in ESAB in a tax-efficient exchange for $230.5 million of its $450.0 million term loan outstanding under the Credit Agreement on November 18, 2022.

The accompanying Consolidated Financial Statements present our historical financial position, results of operations, changes in equity and cash flows in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Certain reclassifications have been made to prior year financial information to conform to the current period presentation. Unless otherwise indicated, all amounts in the notes to the consolidated financial statements refer to continuing operations.

The accompanying Consolidated Financial Statements include the following in discontinued operations: (1) operating results through the first quarter of 2022 of ESAB, the Company's former fabrication technology business; (2) charges through the first quarter of 2022 for previously retained asbestos contingencies from divested businesses for which the Company did not retain an interest in the ongoing operation and that were fully transferred to ESAB in conjunction with the Separation; (3) certain expenses related to the Separation in 2022, (4) a charge related to the release of a tax indemnification receivable from ESAB and release of uncertain tax positions in the second quarter of 2023, and (5) divestiture-related expenses and gain on disposal from the sale of a retained facility from a prior divestiture. See Note 4, "Discontinued Operations", for further information.

Sales in our Prevention & Recovery and Reconstructive segments typically peak in the fourth quarter. These historical seasonality trends were disrupted by the commercial impacts caused by the COVID-19 pandemic. General economic conditions may, however, impact future seasonal variations.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The Company's Consolidated Financial Statements are prepared in accordance with GAAP and include all majority-owned subsidiaries over which the company exercises control and, when applicable, entities or joint ventures for which the Company has a controlling financial interest or is the primary beneficiary. When protective rights, substantive rights or other factors exist, further analysis is performed in order to determine whether or not there is a controlling financial interest. The Consolidated Financial Statements reflect the assets, liabilities, revenues and expenses of consolidated subsidiaries and the noncontrolling parties' ownership share is presented as a noncontrolling interest. All significant intercompany accounts and transactions have been eliminated.

Investments

Investments where the Company has a significant influence but not a controlling interest, are accounted for using the equity method of accounting. Investments accounted for under the equity method are initially recorded at the amount of the Company's initial investment and adjusted each period for the Company's share of the investee's income or loss and dividends paid.

The Company accounts for equity investments that do not have a readily determinable fair value as cost method investments under the measurement alternative under GAAP to the extent such investments are not subject to consolidation or the equity method of accounting as described above. Under the measurement alternative, these financial instruments are carried at cost, less any impairment, adjusted for changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer.

All equity investments are reviewed periodically for indications of other-than-temporary impairment, including, but not limited to, significant and sustained decreases in quoted market prices or a series of historic and projected operating losses by investees. If the decline in fair value is considered to be other-than-temporary, an impairment loss is recorded and the investment is written down to a new carrying value. There have been no impairments or upward adjustments in the current year or since acquisition of these investments.

As of December 31, 2023, the Company held investments of $20.4 million in privately held companies without readily determinable fair values, the majority of which are within the Prevention & Recovery operating segment. One investment is accounted for under the equity method of accounting. The other investments represent minority ownership interests and are accounted for under the cost method. The Company accounts for investments as a noncurrent asset within Other assets in the Consolidated Financial Statements as the Company does not have the intent and ability to sell such assets within the next twelve months.

Revenue Recognition

The Company provides a variety of products to its customers with revenue being measured as the amount of consideration we expect to receive in exchange for transferring such products. Revenue is recognized at a point in time when we transfer control of our off-the-shelf products to the customer, which generally occurs when title passes upon shipment. The Company's contracts have a single performance obligation as the promise to transfer the individual goods is not separately identifiable from other promises in the contract and, therefore, not distinct. Revenue recognition and billing typically occur simultaneously for contracts recognized at a point in time. Therefore, we do not have material revenues in excess of customer billings or billings to customers in excess of recognized revenues.

The amount of revenue recognized reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services. The nature of the Company's contracts gives rise to certain types of variable consideration, including rebates and other discounts. The Company includes estimated amounts of variable consideration in the transaction price to the extent that it is probable there will not be a significant reversal of revenue. Estimates are based on historical or anticipated performance and represent the Company's best judgment at the time. Any estimates are evaluated on a quarterly basis until the uncertainty is resolved. Additionally, the Company maintains provisions for estimated contractual allowances for reimbursement amounts from certain third-party payors based on negotiated contracts, historical experience for non-contracted payors, and the impact of new contract terms or modifications of existing arrangements with these customers. These allowances are recorded as a reduction to sales in the same period that the sales are recognized.

The period of benefit for the Company's incremental costs of obtaining a contract generally have less than a one-year duration; therefore, the Company applies the practical expedient available and expenses costs to obtain a contract when incurred.

Taxes Collected from Customers and Remitted to Governmental Authorities

The Company collects various taxes and fees as an agent in connection with the sale of products and remits these amounts to the respective taxing authorities. These taxes and fees have been presented on a net basis in the Consolidated Statements of Operations and are recorded as a component of Accrued liabilities in the Consolidated Balance Sheets until remitted to the respective taxing authority.

Research and Development Expense

Research and development costs are expensed as incurred. Costs include salaries, wages, consulting and depreciation and maintenance of facilities and equipment utilized in research, development and engineering activities relating to developing new products, as well as enhancing existing products with the latest technology and designs, creating new applications for existing products, lowering manufacturing costs and redesigning existing products to increase efficiency, improve durability, enhance performance and usability. The Company also receives new product and invention ideas from orthopedic surgeons and other healthcare professionals and seeks to obtain rights to ideas it considers promising from a clinical and commercial perspective through entering into either assignment or licensing agreements. The Company maintains contractual relationships with orthopedic surgeons who assists in developing products and may also provide consulting services in connection with our products.

Interest Expense, Net

Interest expense, net includes interest income of $0.2 million, $0.2 million and $0.2 million for the years ended December 31, 2023, 2022 and 2021, respectively, primarily associated with interest-bearing deposits of certain foreign subsidiaries. In April 2023, the Company entered into synthetic debt cross-currency swap agreements to hedge its net investment in its Swiss Franc-denominated subsidiaries against adverse movements in exchange rates between the U.S. Dollar and the Swiss Franc. The Company receives fixed-rate amounts from the counterparties in exchange for the Company making foreign-currency fixed-rate interest payments over the life of the agreements. During the year ended December 31, 2023, the Company received interest income on its cross-currency swap agreements of $7.3 million, which is included within Interest expense, net in the Consolidated Statements of Operations. See Note 17, "Financial Instruments" for further information on the cross-currency swap agreement.

Cash and Cash Equivalents

Cash and cash equivalents include all financial instruments purchased with an initial maturity of three months or less.

Restricted Cash

Cash and cash equivalents that are restricted as to withdrawal or use under the terms of certain contractual agreements are excluded from Cash and cash equivalents in the Consolidated Balance Sheets. The balance in restricted cash is related to the acquisition of Precision AI and will be released to the seller within one year of the acquisition date upon completion of three milestones. See Note 5, "Acquisitions and Investments" for further information. The balance of restricted cash is presented as a component of Other current assets on the Consolidated Balance Sheets.

The following table summarizes the Company's Cash and Cash equivalents and Restricted cash:

	December 31,	
	2023	2022
	(In thousands)	
Cash and cash equivalents	$ 36,191	$ 24,2
Restricted cash	8,641	
Total cash and cash equivalents and restricted cash	$ 44,832	$ 24,2

Trade Receivables

Trade receivables are presented net of an allowance for credit losses in accordance with Topic 326, "Financial Instruments - Credit Losses". The estimate of current expected credit losses on trade receivables considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Estimated credit losses are reviewed periodically by management.

Inventories

Inventories, net include the cost of material, labor and overhead and are stated at the lower of cost or net realizable value. Cost is determined under various methods including average cost and first-in, first-out. The Company periodically reviews its quantities of inventories on hand and compares these amounts to the expected usage of each particular product. The Company records a charge to Cost of sales for any amounts required to reduce the carrying value of inventories to its net realizable value.

Property, Plant and Equipment

Property, plant and equipment, net is stated at historical cost, which includes the fair values of such assets acquired through acquisitions, and depreciated by the straight-line method over the estimated useful lives of the related assets. Repair and maintenance expenditures are expensed as incurred unless the repair extends the useful life of the asset. The Company capitalizes surgical implant instruments that are provided free-of-charge to surgeons for use while implanting its surgical products and the related depreciation expense is recorded as a component of Selling, general and administrative expense.

Impairment of Goodwill and Indefinite-Lived Intangible Assets

Goodwill represents the costs in excess of the fair value of net assets acquired through acquisitions by the Company.

The Company evaluates the recoverability of Goodwill annually or more frequently if an event occurs or circumstances change in the interim that would more likely than not reduce the fair value of the asset below its carrying amount. The annual impairment test date elected by the Company is the first day of its fourth quarter. Goodwill is considered to be impaired when the carrying value of a reporting unit or asset exceeds its fair value. The Company currently has two reporting units: Prevention & Recovery and Reconstructive.

In the evaluation of Goodwill for impairment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting entity is less than its carrying value. If the Company determines that it is more likely than not for a reporting unit's fair value to be greater than its carrying value, a calculation of the fair value is not performed. If the Company determines that it is more likely than not for a reporting unit's fair value to be less than its carrying value, a calculation of the reporting entity's fair value is performed and compared to the carrying value of that entity. In certain instances, the Company may elect to forgo the qualitative assessment and proceed directly to the quantitative impairment test. If the carrying value of a reporting unit exceeds its fair value, Goodwill of that reporting unit is impaired and an impairment loss is recorded equal to the excess of the reporting unit's carrying value over its fair value.

When a quantitative impairment test is needed, the Company measures fair value of reporting units based on a present value of future discounted cash flows and a market valuation approach. The discounted cash flow models indicate the fair value of the reporting units based on the present value of the cash flows that the reporting units are expected to generate in the future. Significant estimates in the discounted cash flow models include the weighted average cost of capital, revenue growth rates, long-term rate of growth, profitability of the business, tax rates, and working capital effects. The market valuation approach indicates the fair value of the business based on a comparison against certain market information. Significant estimates in the market approach model include identifying appropriate peer companies, market multiples and assessing earnings before interest, income taxes, depreciation and amortization.

For the year ended December 31, 2023, the Company performed a quantitative assessment of Goodwill for the Reconstructive and Prevention & Recovery reporting units, both of which indicated no impairment existed. The carrying amount of Goodwill of the Prevention & Recovery and Reconstructive reporting units for the year ended December 31, 2023 was $1.1 billion and $1.0 billion, respectively. The Company determined the fair value of the reporting units by equally weighting a discounted cash flow approach and market valuation approach, and the reporting unit's fair value exceeded its carrying amount by approximately 4% and 8%, respectively. Determining the fair value of a reporting unit requires the application of judgment and involves the use of significant estimates and assumptions which can be affected by changes in

business climate, economic conditions, the competitive environment and other factors. The Company bases these fair value estimates on assumptions the Company's management believes to be reasonable but which are unpredictable and inherently uncertain. Future changes in the judgment, assumptions and estimates could result in significantly different estimates of fair value in the future. An increase in discount rates, a reduction in projected cash flows or a combination of the two could lead to a reduction in the estimated fair values, which may result in impairment charges that could materially affect the Company's financial statements in any given year. For sensitivity analysis, the Company estimated the fair value of the Prevention & Recovery and Reconstructive reporting units if the Company reduced the long-term revenue growth rate by 25 basis points, and the resulting excess fair value over carrying value decreased by 130 and 150 basis points, respectively.

A quantitative impairment test of Goodwill for the Prevention & Recovery and Reconstructive reporting units was performed for the year ended December 31, 2022, which indicated no impairment existed.

Impairment of Long-Lived Assets Other than Goodwill and Indefinite-Lived Intangible Assets

Intangible assets primarily represent acquired trade names, customer relationships, acquired technology and software license agreements. Intangible assets are being amortized on a straight-line basis over their estimated useful lives, which approximates the period of benefit. The useful life of intangible asset as of December 31, 2023 range from three to twenty years with the largest asset groups of Acquired Technology, Acquired Customer Lists, and Acquired Trade Names having weighted-average useful life assignments of 12, 9, and 20, respectively.

The Company assesses its long-lived assets and finite-lived intangible assets for impairment whenever facts and circumstances indicate that the carrying amounts may not be fully recoverable. To analyze recoverability, the Company projects undiscounted net future cash flows over the remaining lives of such assets. If these projected cash flows are less than the carrying amounts, an impairment loss equal to the difference between the carrying amount of the asset and its fair value would be recognized, resulting in a write-down of the assets with a corresponding charge to earnings. Assets held for sale are reported at the lower of the carrying amounts or fair value less cost to sell. Management determines fair value using the discounted cash flow method or other accepted valuation techniques. The Company did not record any asset impairment charges during the years ended December 31, 2023 and 2022.

Derivatives

The Company is subject to foreign currency risk associated with the translation of the net assets of foreign subsidiaries to United States ("U.S.") dollars on a periodic basis.

Derivative instruments are generally recognized on a gross basis in the Consolidated Balance Sheets in either Other current assets, Other assets, Accrued liabilities or Other liabilities depending upon their respective fair values and maturity dates. For all instruments designated as hedges, including net investment hedges and cash flow hedges, the Company formally documents the relationship between the hedging instrument and the hedged item, as well as the risk management objective and the strategy for using the hedging instrument. The Company assesses whether the relationship between the hedging instrument and the hedged item is highly effective at offsetting changes in the fair value both at inception of the hedging relationship and on an ongoing basis. For cash flow hedges and net investment hedges, unrealized gains and losses are recognized as a component of Accumulated other comprehensive loss in the Consolidated Balance Sheets to the extent that it is effective at offsetting the change in the fair value of the hedged item and realized gains and losses are recognized in the Consolidated Statements of Operations consistent with the underlying hedged instrument.

The Company does not enter into derivative contracts for speculative purposes.

See Note 17, "Financial Instruments and Fair Value Measurements" for additional information regarding the Company's derivative instruments.

Income Taxes

Income taxes for the Company are accounted for under the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities in the Consolidated Financial Statements and their respective tax basis. Deferred income tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets and liabilities are reported in Other assets and Other liabilities in the Company's Consolidated Balance Sheets, respectively. The effect on deferred income tax assets and liabilities of a change in tax rates is generally recognized in Income tax expense (benefit) in the period that includes the enactment date. Global Intangible Low-Taxed Income ("GILTI") is accounted for as a current tax expense in the year the tax is incurred.

Valuation allowances are recorded if it is more likely than not that some portion of the deferred income tax assets will not be realized. In evaluating the need for a valuation allowance, the Company considers various factors, including the expected level of future taxable income and available tax planning strategies. Any changes in judgment about the valuation allowance are recorded through Income tax expense (benefit) and are based on changes in facts and circumstances regarding realizability of deferred tax assets.

The Company must presume that an income tax position taken in a tax return will be examined by the relevant tax authority and determine whether it is more likely than not that the tax position will be sustained upon examination based upon the technical merits of the position. An income tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The Company establishes a liability for unrecognized income tax benefits for income tax positions for which it is more likely than not that a tax position will not be sustained upon examination by the respective taxing authority to the extent such tax positions reduce the Company's income tax liability. The Company recognizes interest and penalties related to unrecognized income tax benefits in Income tax benefit in the Consolidated Statements of Operations.

Foreign Currency Exchange Gains and Losses

The Company's financial statements are presented in U.S. dollars. The functional currencies of the Company's operating subsidiaries are generally the local currencies of the countries in which each subsidiary is located. Assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the balance sheet date. The amounts recorded in each year in foreign currency translation are net of income taxes to the extent the underlying equity balances in the entities are not deemed to be permanently reinvested. Revenues and expenses are translated at average rates of exchange in effect during the year.

Transactions in foreign currencies are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated for inclusion in the Consolidated Balance Sheets are recognized in Selling, general and administrative expense or Interest expense, net in the Consolidated Statements of Operations for that period.

During the year ended December 31, 2023, the Company recognized net foreign currency transaction loss of $2.7 million in Selling, general and administrative expense in the Consolidated Statements of Operations. During the year ended December 31, 2022, the Company recognized net foreign currency transaction gain of $0.7 million in Interest expense, net and net foreign currency transaction loss of $0.6 million in Selling, general and administrative expense in the Consolidated Statements of Operations. During the year ended December 31, 2021, the Company recognized net foreign currency transaction loss of $0.5 million in Interest expense, net and net foreign currency transaction loss of $2.0 million in Selling, general and administrative expense in the Consolidated Statements of Operations.

Debt Issuance Costs and Debt Discount

Costs directly related to the placement of debt are capitalized and amortized to Interest expense primarily using the effective interest method over the term of the related obligation. Further, the carrying value of debt is reduced by an original issue discount, which is accreted to Interest expense, net using the effective interest method over the term of the related obligation.

Use of Estimates

The Company makes certain estimates and assumptions in preparing its Consolidated Financial Statements in accordance with U.S. GAAP. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses for the period presented. Actual results may differ from those estimates.

3. Recently Issued Accounting Pronouncements

The Company evaluates the adoption impacts of recently issued accounting pronouncements as well as material updates to previous pronouncements on the Company's Consolidated Financial Statements. Typically, recently issued standards do not require adoption until a future effective date. During the year ended December 31, 2023, there were no new material accounting standards adopted that impacted the Company.

Standards to be Implemented

In November 2023, the FASB issued Accounting Standards Update ("ASU) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amendments require enhanced disclosures about significant segment expenses if they are regularly provided to the Chief Operating Decision Maker and included in each reported measure of segment profit or loss. In addition, the amendments expand interim disclosure requirements and clarify circumstances in which an entity can disclose multiple segment measures of profit or loss. Update No. 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact of this ASU on its consolidated financial statement disclosures.

In December 2023, the FASB issued Accounting Standards Update (ASU) No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* which is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments require public business entities to disclose additional information in specified categories within the income tax rate reconciliation and greater detail about individual reconciling items to the extent the impact of those items exceeds a specified threshold. Additionally, the amendments require disclosure of incomes taxes paid (net of refunds received) to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. The amendments further require disclosure of income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign; and disclosure of income tax expense (or benefit) from continuing operations disaggregated by federal (national), state, and foreign. Update No. 2023-09 is effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of this ASU on its consolidated financial statement disclosures.

Other recently issued accounting pronouncements are not expected to have a material impact on the Company's consolidated financial statements.

0241150782

4. Discontinued Operations

Separation of Fabrication Technology Business

On April 4, 2022, the Company completed the Separation of its fabrication technology business into an independent, publicly traded company: ESAB, a global organization that develops, manufactures and supplies consumable welding and cutting products and equipment, as well as gas control equipment. The spin-off was affected through a pro rata distribution of 90% of the 60,034,311 outstanding common shares of ESAB to Enovis stockholders of record at the close of business on March 22, 2022 (the "Record Date"). Enovis stockholders retained their Enovis shares and received one share of ESAB for every three shares of Enovis stock they owned on the Record Date. ESAB began "regular way" trading on the New York Stock Exchange on April 5, 2022 under the symbol "ESAB". In connection with the Separation, the Company received a one-time tax-free cash distribution from ESAB of $1.2 billion.

In connection with the Separation, Enovis and ESAB entered into various agreements to effect the Separation and provide a framework for ESAB's relationship with Enovis after the Separation. These agreements include a separation and distribution agreement, a stockholders' and registration rights agreement, an employee matters agreement, a tax matters agreement, a transition services agreement, an ESAB Business Excellence System ("EBS") license agreement, and an intellectual property matters agreement (the "Agreements"). These Agreements govern the Separation between Enovis and ESAB of the assets, employees, liabilities and obligations (including its investments, property and employee benefits and tax-related assets and liabilities) of Enovis and its subsidiaries attributable to periods prior to, at and after the Separation and will govern certain relationships between Enovis and ESAB after the Separation. The impact of services provided to ESAB and agreed upon charges as part of the Separation are not material to our consolidated financial statements. The matters of the agreements with ESAB have substantially concluded.

Asbestos Contingencies

Prior to the Separation, the Company retained certain asbestos-related contingencies and insurance coverages from its previously divested businesses for which it did not retain an interest in the ongoing operations except for the contingencies. The net costs and cash flows associated with these contingencies and coverages were reported by the Company as discontinued operations. In conjunction with the Separation, all asbestos-related contingencies and insurance coverages from its divested businesses were transferred fully to ESAB. The Company has classified asbestos-related charges through the date of Separation in its Consolidated Statements of Operations as part of Income from discontinued operations, net of taxes.

Items Related to our former Air and Gas Handling Business

The Company sold its air & gas handling business in 2019. Accordingly, the accompanying Consolidated Financial Statements for all periods presented reflect pre-tax divestiture-related expenses (benefit) of $(0.7) million, $1.7 million and $9.1 million for the years ended December 31, 2023, 2022 and 2021, respectively, as discontinued operations. The divestiture-related expenses (benefit) are primarily maintenance costs and cost to sell a retained interest in a facility no longer used in operations including certain professional, legal, and consulting fees as well as a settlement executed in the first quarter of 2021. In the third quarter of 2023, the Company sold the retained interest in the facility and recorded a gain of $15.5 million.

Summary of Items Treated as Discontinued Operations

As a result of the Separation and prior divestitures, the operating results of (1) ESAB, the Company's former fabrication technology business, (2) charges related to the previously retained asbestos contingencies and (3) items related to our divested air & gas handling business have been presented as discontinued operations in the Consolidated Statements of Operations for all periods presented.

The following table presents the financial results of the former fabrication technology business including all divestiture-related expenses incurred by the company and allocated interest expense; asbestos charges; items related related to Air & Gas; and the combined income tax effect of those items for the years ended December 31, 2023, 2022 and 2021.

	Year Ended December 31,		
	2023	2022	2021
	(in thousands)		
Net sales	$ —	$ 647,911	$ 2,428,115
Cost of sales	—	423,580	1,592,132
Selling, general and administrative expense	—	125,529	477,040
Gain on disposal of facility	(15,517)	—	—
Restructuring and other charges	—	5,304	18,954
Asbestos charges	—	3,194	15,578
Divestiture-related expenses and other[1]	4,387	46,684	29,668
Operating income	11,130	43,620	294,743
Interest expense[2]	—	8,035	43,481
Pension settlement gain	—	—	(11,208)
Income from discontinued operations before income taxes	11,130	35,585	262,470
Income tax (benefit) expense[3]	(9,978)	9,155	83,939
Income from discontinued operations, net of taxes	$ 21,108	$ 26,430	$ 178,531

[1] Divestiture-related expenses and other includes a charge of $5.1 million for the release of a tax indemnification receivable from ESAB for the year ended December 31, 2023 and divestiture-related expenses for the Separation of $45.0 million and $20.6 million for the years ended December 31, 2022 and 2021, respectively.

[2] Interest expense was allocated to discontinued operations based on allocating $1.2 billion of corporate level debt to discontinued operations consistent with the dividend received from ESAB and the debt repaid at the time of the Separation.

[3] The year ended December 31, 2023 includes benefit of release of uncertain tax positions.

Total income attributable to noncontrolling interest related to ESAB, net of taxes for the years ended December 31, 2022 and 2021 was $1.0 million, and $3.6 million, respectively. These amounts are presented as net income attributable to noncontrolling interest from discontinued operations - net of taxes on the Consolidated Statements of Operations.

The following table presents further detail into the financial results of the former fabrication technology business:

	Year Ended December 31,	
	2022	2021
	(in thousands)	
Depreciation	$ 7,671	$ 32,452
Amortization	9,012	41,954
Capital expenditures	5,903	35,584

Cash (used in) provided by operating activities related to discontinued operations for the years ended December 31, 2023, 2022 and 2021 was approximately $(2) million, $(27) million, and $224 million, respectively. Cash provided by (used in) investing activities related to discontinued operations for the years ended December 31, 2023, 2022 and 2021 was approximately $33 million, $(3) million, and $(35) million, respectively.

0241050783

5. Acquisitions and Investments

Lima Acquisition in 2024

On January 3, 2024, the Company acquired LimaCorporate S.p.A. ("Lima"), a privately held global orthopedic company focused on restoring motion through digital innovation and customized hardware, at an enterprise value of €800 million (the "Lima Acquisition"), consisting of (i) approximately €700 million in cash consideration, which includes repayment of certain indebtedness, to be paid at closing, and (ii) 1,942,686 shares of common stock of Enovis valued at approximately €100 million based on the thirty-day volume weighted average price of the Company's common stock as of the close of business day on September 21, 2023, and which are expected to be issued within eighteen months following the closing of the Lima Acquisition, in each case subject to certain adjustments and conditions as provided for in the purchase agreement.

During the year ended December 31, 2023, the Company incurred $9.0 million of strategic transactions costs, including advisory, legal, audit, valuation and other professional service fees in connection with the Lima acquisition, which are included in Selling, general and administrative expense in the Consolidated Statements of Operations.

The Lima acquisition will be accounted for using the acquisition method of accounting and accordingly, the Consolidated Financial Statements will include the financial position and results of operations from the date of acquisition.

2023 Acquisitions

On June 28, 2023, the Company completed the Novastep business combination in its Reconstructive segment. Novastep is a leading player in Minimally Invasive Surgery (MIS) foot and ankle solutions with a best-in-class MIS bunion system serving a rapidly growing portion of the global bunion segment. The acquisition is accounted for under the acquisition method of accounting, and accordingly, the Consolidated Financial Statements include the financial position and results of operations from the acquisition date. The Company paid $96.9 million for the acquisition, net of cash received. The Company has allocated $43.7 million to goodwill and $52.0 million to intangible assets acquired. The acquisition accounting reflects our preliminary estimates and are subject to adjustment. The acquired goodwill value is primarily driven by the expected synergies from cross-selling Novastep products to existing Enovis foot & ankle customers. The acquisition broadens our reconstructive product offerings for the foot and ankle market and expands our customer base in Europe. Purchase accounting procedures are ongoing and revisions may be recorded in future periods during the measurement period.

On July 20, 2023, the Company completed an asset acquisition transaction with D.N.E., LLC in its Reconstructive segment. DNE is a developer of a broad line of external fixation products, including circular frames, pin-to-bar frames, and mini-fixators for use in foot and ankle surgeries. The acquisition of these assets, primarily the developed technology will allow Enovis to expand its robust product portfolio for the Foot & Ankle business unit. The Company paid $28.2 million for the asset acquisition and assigned $25.8 million to intangible assets, $1.9 million to finished goods inventory and $0.5 million to property, plant and equipment. The acquisition is accounted for on a cost approach. The Consolidated Financial Statements include the financial position and results of operations from the acquisition date.

On October 5, 2023, the Company acquired a 100% interest in Precision AI, a developer of surgical planning software. The transaction was accounted for as an asset acquisition. The acquisition compliments the Company's current product offerings in its Reconstruction segment with advanced planning software for shoulder surgery and opportunity to expand to additional anatomies. On the acquisition date, the Company paid $17.6 million, net of cash received and agreed to make contingent payments of approximately $12.0 million upon the successful completion of three milestones within one year of the acquisition date. The milestones are based on FDA approvals and user validation testing of the software.

In December 2023, the first milestone was achieved and the Company paid $4.2 million to the sellers. The remaining contingent amount is held in escrow by Enovis as restricted cash and presented in Other current asset in the Consolidated Balance Sheet. The Company has control over these funds and is required to authorize the transfer upon completion of the milestones. As the asset acquisition is accounted for under a cost approach, the potential additional contingent payments are not recorded until the milestones are achieved. The Consolidated Financial Statements include the assets acquired and results of operations from the acquisition date.

2022 Acquisitions

In 2022, the Company completed four asset acquisitions, two business acquisitions, and one investment, which is carried at cost as it does not have a readily determinable fair value. Two of these transactions were completed by the Company's Reconstructive segment, and the other five transactions were completed by the Prevention & Recovery segment. The asset acquisitions broaden the Company's product offering and distribution network. Aggregate purchase consideration for the four asset acquisitions was $22.3 million, of which $12.6 million was paid in cash and $9.6 million consists of deferred and contingent consideration. The investment was acquired for $10.0 million in cash consideration. Pro forma revenues of the aforementioned acquisitions in the year ended December 31, 2022, if the aforementioned acquisitions were part of the Company since January 1, 2022, were approximately 1% of Enovis consolidated revenues from continuing operations.

On May 6, 2022, the Company completed a business acquisition in its Reconstructive segment of KICo Knee Innovation Company Pty Limited and subsidiaries, an Australian private company doing business as 360 Med Care, by acquiring 100% of its equity interests. 360 Med Care is a medical device distributor that bundles certain computer-assisted surgery and patient experience enhancement programs to add value to its device supply arrangements with surgeons, hospitals, and insurers. The acquisition is accounted for under the acquisition method of accounting, and accordingly, the Consolidated Financial Statements include the financial position and results of operations from the acquisition date. The Company paid $14.3 million for the acquisition, net of cash received, and recorded estimated contingent consideration at fair value of $12.8 million related to expected results over future revenue targets. As of December 31, 2023, the contingent liability is $13.0 million. The Company allocated $16.3 million to Goodwill and $18.2 million to intangible assets acquired. The 360 Med Care acquisition broadens our customer base in Australia and adds to our overall product offerings.

On July 5, 2022, the Reconstructive segment of the Company acquired a controlling interest of Insight Medical Systems ("Insight"). Insight's flagship solution, ARVIS, is an FDA-cleared augmented reality solution precisely engineered for the specific needs of hip and knee replacement surgery. The ARVIS navigation unit consists of a hands-free heads-up display worn by the surgeon which provides surgical guidance at the point of care in a streamlined, space-conserving, and cost-effective manner compared to traditional robotic offerings. The acquisition is accounted for under the acquisition method of accounting as a step-acquisition, and accordingly, the Consolidated Financial Statements include the financial position and results of operations from the acquisition date.

Enovis made initial investments in Insight in 2021 and 2020, which were carried at cost. During the third quarter of 2022, the Company acquired an additional 53.7% interest in Insight for $34.2 million net of cash received, and recorded contingent consideration of $5.0 million, which is the maximum payable under the agreement based on Insight's achievement of certain milestones related to ARVIS. As of December 31, 2022, Enovis holds a 99.5% interest in Insight and recognized $0.3 million noncontrolling equity interest in its financial statements attributed to Insight.

The Company allocated $36.3 million to Goodwill and $38.4 million to intangible assets acquired. Goodwill is primarily driven by expected synergies between ARVIS' augmented reality surgical guidance system and our existing customer base and existing products. The Company does not expect any of the Goodwill to be deductible for tax purposes.

As a result of obtaining control of Insight, the Company remeasured its initial investments to its fair value resulting in a $8.8 million gain.

2021 Acquisitions

The Company completed five acquisitions in its Reconstructive segment in 2021, for net cash consideration of $201.6 million and equity consideration of $285.7 million. The acquisitions are accounted for under the acquisition method of accounting, and accordingly, the Consolidated Financial Statements include the financial position and results of operations from the respective acquisition date. The Consolidated Balance Sheet as of December 31, 2022 reflects our estimates of fair value and are subject to adjustment for certain of the acquisitions as discussed below. Pro forma revenues of the aforementioned acquisitions in the year ended December 31, 2021, if the aforementioned acquisitions were part of the Company since January 1, 2021, were approximately 12% of Enovis consolidated revenues from continuing operations. The Company also made three investments during the year ended December 31, 2021 for a total of $16.8 million. These investments are carried at cost as they do not have a readily determinable fair value.

On January 19, 2021, the Reconstructive segment acquired Trilliant Surgical ("Trilliant"), a national provider of foot and ankle orthopedic implants. The product technologies of Trilliant support the Reconstructive segment's focused expansion into

Document 10-K 84

the adjacent foot and ankle market. Trilliant has a broad product portfolio that covers the full universe of foot reconstructive and fixation procedures, and includes the novel Arsenal Foot Plating System, designed for greater flexibility and speed of implant placement. On April 23, 2021, the Reconstructive segment acquired MedShape, Inc. ("MedShape"), a provider of innovative surgical solutions for foot and ankle surgeons using its patented superelastic nickel titanium (NiTiNOL) and shape memory polymer technologies. The acquisition further expands the Company's foot and ankle platform. These two acquisitions were completed for total consideration, net of cash received, of $204.1 million, subject to certain adjustments. Net working capital and intangible assets acquired represent 7.3% and 36.5% of the total consideration exchanged for these two acquisitions, respectively, with the residual amount primarily attributable to Goodwill. The Goodwill acquired in the Trilliant acquisition of $30 million is deductible for income tax purposes. Expected synergies between Trilliant, MedShape, and DJO through this portfolio of foot and ankle products and cross-selling to existing and acquired customers are primary drivers of the acquired Goodwill. Pro forma revenue of the Trilliant and MedShape acquisitions were approximately 3% of Enovis' consolidated revenues from continuing operations. The purchase accounting related to the Trilliant and MedShape acquisitions has been completed.

On July 28, 2021, the Reconstructive segment acquired Mathys AG Bettlach ("Mathys") for total acquisition equity consideration of $285.7 million of Enovis common stock, which included cash acquired of $14.7 million. Mathys, a Switzerland-based company, develops and distributes innovative products for artificial joint replacement, synthetic bone graft solutions and sports medicine. The acquisition expands the Reconstructive segment's reconstructive product portfolio with Mathys' complimentary surgical solutions and broadens its international customer base.

The aggregate fair value of assets acquired and liabilities assumed as of the date of the Mathys acquisition are presented below. None of the Goodwill recognized is expected to be deductible for income tax purposes. Goodwill recognized for the Mathys acquisition is primarily attributable to synergies from cross-selling DJO products with the acquired customers and cost savings through supply chain management. The following table summarizes the final allocation of consideration related to the Mathys acquisition as of the acquisition date:

	July 28, 2021
	(In thousands)
Trade Receivables	$ 19,5
Inventory	76,8
Property, Plant and Equipment	58,4
Goodwill	92,4
Intangible Assets	106,0
Accounts payable	(4,8
Other assets and liabilities, net	(77,4
Consideration, net of cash acquired	$ 271,0

The following table summarizes Intangible assets acquired in the Mathys acquisition, excluding Goodwill, as of the acquisition date:

	Intangible Asset	Amortization Period
	(In thousands)	(Years)
Acquired technology	$ 54,000	12
Customer relationships	34,000	16
Trademarks	18,000	20
Intangible assets	$ 106,000	

5. Revenue

The Company provides orthopedic solutions, including products and services spanning the full continuum of patient care, from injury prevention to rehabilitation. While the Company's sales are primarily derived from three sales channels including dealers and distributors, insurance, and direct to consumers and hospitals, substantially all its revenue is recognized at a point in time. The Company disaggregates its revenue into the following geographic or product groupings:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Prevention & Recovery:			
U.S. Bracing & Support	$ 456,129	$ 437,287	$ 432,963
U.S. Other P&R	269,826	255,305	243,051
International P&R	350,821	335,036	350,015
Total Prevention & Recovery	1,076,776	1,027,628	1,026,029
Reconstructive:			
U.S. Reconstructive	426,405	370,173	323,187
International Reconstructive	204,016	165,300	76,972
Total Reconstructive	630,421	535,473	400,159
Total	$ 1,707,197	$ 1,563,101	$ 1,426,188

Given the nature of the businesses, the Company does not generally have unsatisfied performance obligations with an original contract duration of greater than one year.

The nature of the Company's contracts gives rise to certain types of variable consideration, including rebates, implicit price concessions, and other discounts. The Company includes estimated amounts of variable consideration in the transaction price to the extent that it is probable there will not be a significant reversal of revenue.

Allowance for Credit Losses

The Company estimates current expected credit losses on trade receivables using historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management disaggregate trade receivables into business segments due to risk characteristics unique to each segment given the individual lines of business and market. Pooling was further disaggregated based on either geography or product type.

The Company leveraged historical write-offs over a defined lookback period in deriving a historical loss rate. The expected credit loss model further considers current conditions and reasonable and supportable forecasts using an adjustment for current and projected macroeconomic factors. Management identified appropriate macroeconomic indicators based on a tangible correlation to historical losses considering the location and risks associated with the Company.

A summary of the activity in the Company's allowance for credit losses included within Trade receivables in the Consolidated Balance Sheets is as follows:

	Year Ended December 31, 2023				
	Balance at Beginning of Period	Charged to Expense, net	Write-Offs, Deductions and Other, net	Foreign Currency Translation	Balance at End of Period
	(In thousands)				
Allowance for credit losses	$ 7,965	$ 4,836	$ (3,221)	$ 151	$ 9,7

0002785

7. Net Income (Loss) Per Share from Continuing Operations

Net income (loss) per share from continuing operations was computed as follows:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands, except share and per share data)		
Computation of Net income (loss) per share from continuing operations - basic:			
Net income (loss) from continuing operations attributable to Enovis Corporation[1]	$ (54,369)	$ (38,756)	$ (103,305)
Weighted-average shares of Common stock outstanding – basic	54,494,823	54,065,420	51,141,210
Net income (loss) per share from continuing operations – basic	$ (1.00)	$ (0.72)	$ (2.02)
Computation of Net income (loss) per share from continuing operations - diluted:			
Net income (loss) from continuing operations attributable to Enovis Corporation[1]	$ (54,369)	$ (38,756)	$ (103,305)
Weighted-average shares of Common stock outstanding – basic	54,494,823	54,065,420	51,141,210
Net effect of potentially dilutive securities - stock options and restricted stock units	—	—	—
Weighted-average shares of Common stock outstanding – diluted	54,494,823	54,065,420	51,141,210
Net income (loss) per share from continuing operations – diluted	$ (1.00)	$ (0.72)	$ (2.02)

[1] Net income (loss) from continuing operations attributable to Enovis Corporation for the respective periods is calculated using Net income (loss) from continuing operations less the net income attributable to noncontrolling interest from continuing operations, net of taxes.

For the years ended December 31, 2021, the weighted-average shares of common stock outstanding - basic included the impact of 6.1 million shares, as adjusted for the reverse stock split, for the actual or potential issuance of shares from tangible equity unit purchase contracts.

In January 2022, the remaining tangible equity unit purchase contracts were converted into approximately 1.7 million shares of the Company's common stock, as adjusted for the reverse stock split. All the issued shares are included in the common stock issued and outstanding as of December 31, 2022 and December 31, 2023. See Note 14, "Equity", for details.

For the year ended December 31, 2021, conversions of the Company's tangible equity units resulted in the issuance of approximately 4.4 million shares, as adjusted for the reverse stock split, of common stock. All issuances of common stock related to the tangible equity units were converted at the minimum settlement rate of 4.0000 shares of common stock for each purchase contract as a result of the Company's share price.

The weighted-average computation of the dilutive effect of potentially issuable shares of common stock under the treasury stock method for the years ended December 31, 2023, 2022 and 2021 excludes 1.2 million, 1.1 million, and 0.3 million outstanding stock-based compensation awards, respectively, as their inclusion would be anti-dilutive.

3. Income Taxes

Loss from continuing operations before income taxes and Income tax expense (benefit) consisted of the following:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Income (loss) from continuing operations before income taxes:			
Domestic operations	$ (114,700)	$ 8,826	$ (129,903)
Foreign operations	47,572	(10,895)	8,122
	$ (67,128)	$ (2,069)	$ (121,781)
Income tax expense (benefit):			
Current:			
Federal	$ 949	$ 3,780	$ —
State	4,177	4,957	829
Foreign	8,997	3,405	9,862
	14,123	12,142	10,691
Deferred:			
Domestic operations	(22,866)	73,370	(29,801)
Foreign operations	(4,546)	(49,392)	(418)
	(27,412)	23,978	(30,219)
	$ (13,289)	$ 36,120	$ (19,528)

See Note 4, "Discontinued Operations" for the loss from discontinued operations and related income taxes.

The Company's Income tax expense (benefit) from continuing operations differs from the amount that would be computed by applying the U.S. federal statutory rate as follows:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Taxes calculated at the U.S. federal statutory rate	$ (14,097)	$ (435)	$ (25,574)
State taxes	(1,835)	10,878	(4,473)
Effect of tax rates on international operations	(3,053)	(5,106)	681
Changes in valuation allowance	4,646	(12,126)	(4,496)
Changes in tax reserves	(2,182)	1,724	(2,332)
Research and development tax credits	(4,499)	(2,599)	(2,392)
Net items not deductible (taxable)	(1,478)	1,859	772
U.S. tax on international operations	2,789	4,565	14,865
Transaction related costs	840	27,699	—
Non-deductible employee compensation	5,232	9,013	2,562
Other	348	648	859
Income tax expense (benefit)	$ (13,289)	$ 36,120	$ (19,528)

20405502786

Deferred income taxes, net reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. The significant components of deferred tax assets and liabilities included in continuing operations are as follows:

	December 31,	
	2023	2022
	(In thousands)	
Deferred tax assets:		
Expenses currently not deductible	$ 30,787	$ 30,428
Net operating loss and interest expense limitation carryforward	119,247	162,713
Tax credit carryforward	37,358	37,883
Depreciation and amortization	57,901	28,659
Inventory reserves and capitalization	18,585	6,731
Capitalized R&D expenditures	41,343	29,579
Non-current lease liability	17,798	17,815
Other	6,069	2,171
Valuation allowance	(101,650)	(93,542)
Deferred tax assets, net	227,438	222,437
Deferred tax liabilities:		
Depreciation and amortization	(226,802)	(237,374)
Lease asset - right of use	(16,463)	(17,380)
Total deferred tax liabilities	(243,265)	(254,754)
Total deferred tax liabilities, net	$ (15,827)	$ (32,317)

The Company evaluates the recoverability of its deferred tax assets on a jurisdictional basis by considering whether deferred tax assets will be realized on a more likely than not basis. To the extent a portion or all of the applicable deferred tax assets do not meet the more likely than not threshold, a valuation allowance is recorded. During the year ended December 31, 2023, the valuation allowance increased from $93.5 million to $101.7 million with a net increase of $4.6 million recognized in Income tax benefit and a $3.5 million increase related to changes in foreign currency rates. Consideration was given to tax planning strategies and, when applicable, future taxable income as to how much of the relevant deferred tax asset could be realized on a more likely than not basis.

The Company has U.S. net operating loss carryforwards of $14.2 million expiring in years 2024 through 2043, $11.7 million of net operating losses that may be carried forward indefinitely and U.S. interest limitation carryforward of $44.1 million that may be carried forward indefinitely. The Company's ability to use these various carryforwards to offset any taxable income generated in future taxable periods may be limited under Section 382 and other federal tax provisions. As of December 31, 2023, the Company had $17.9 million foreign net operating loss carryforwards primarily in Germany, Switzerland, France, and the United Kingdom that may be subject to local tax limitations including changes in ownership. The foreign net operating losses can be carried forward indefinitely, except $3.1 million of net operating losses in Switzerland expiring in 2030. The company has $31.5 million of foreign interest limitation carryforward primarily in Germany, that may be carried forward indefinitely.

The Company has U.S. foreign tax and R&D tax credits that may be used to offset U.S. tax in previous or future tax periods subject to Section 382 and other federal provisions. The Company's $21.9 million foreign tax credit can be carried back one year and carried forward to tax years 2024 through 2031. The Company's $10.5 million R&D credit can be carried back one year and carried forward to tax years 2024 through 2043. The Company has non-refundable R&D tax offsets of $3.4 million carrying forward indefinitely that that may be used to reduce Australian income tax in future periods.

For the year ended December 31, 2023, undistributed earnings of the Company's foreign subsidiaries are estimated to be $78.1 million, all of which is permanently reinvested; accordingly, the Company has assessed no deferred tax liability as of December 31, 2023 on such earnings.

The Company records a liability for unrecognized income tax benefits for the amount of benefit included in its previously filed income tax returns and in its financial results expected to be included in income tax returns to be filed for periods through the date of its Consolidated Financial Statements for income tax positions for which it is not more likely than not to be sustained upon examination by the respective taxing authority. A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	(In thousands)
Balance, January 1, 2021	$ 58,0
Acquisitions and divestitures	4,4
Addition for tax positions taken in prior periods	2
Addition for tax positions taken in the current period	3,6
Reductions related to settlements with taxing authorities	(4.
Reductions resulting from a lapse of applicable statute of limitations	(3,2.
Other, including the impact of foreign currency translation	(7.
Balance, December 31, 2021	61,9
Acquisitions and divestitures	(23,2.
Addition for tax positions taken in the current period	4
Reductions resulting from a lapse of applicable statute of limitations	(2.
Other, including the impact of foreign currency translation	(6
Balance, December 31, 2022	38,2
Acquisitions and divestitures	2,0
Addition for tax positions taken in prior periods	3,6
Addition for tax positions taken in the current period	2,2
Reductions related to settlements with taxing authorities	(1.
Reductions resulting from a lapse of applicable statute of limitations	(14,2.
Other, including the impact of foreign currency translation	2
Balance, December 31, 2023	$ 32,1

The Company is routinely examined by tax authorities around the world. Tax examinations remain in process in multiple countries, including but not limited to Germany, China, the United States and various U.S. states. The Company files numerous group and separate tax returns in U.S. federal and state jurisdictions, as well as international jurisdictions. In the U.S., tax years dating back to 2009 remain subject to examination, due to tax attributes available to be carried forward to open or future tax years. With some exceptions, other major tax jurisdictions generally are not subject to tax examinations for years beginning before 2017.

The Company records interest and penalties on uncertain tax positions as a component of Income tax expense (benefit), which was $(2.0) million, $1.1 million, and $0.6 million for the years ended December 31, 2023, 2022 and 2021, respectively. As of December 31, 2023 and 2022, we had accrued $3.1 million and $4.2 million, respectively, of interest and penalties related to unrecognized tax benefits. Due to the difficulty in predicting with reasonable certainty when tax audits will be fully resolved and closed, the range of reasonably possible significant increases or decreases in the liability for unrecognized tax benefits that may occur within the next 12 months is difficult to ascertain. Currently, the Company estimates that it is reasonably possible that the expiration of various statutes of limitations, resolution of tax audits and court decisions may reduce its tax expense in the next 12 months up to $1.2 million. The gross amount of the unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate was $20.0 million as of December 31, 2023.

20241015027787

9. Goodwill and Intangible Assets

The following table summarizes the activity in Goodwill, by segment during the years ended December 31, 2023 and 2022:

	Prevention & Recovery	Reconstructive	Total
	(In thousands)		
Balance, January 1, 2022	$ 1,088,533	$ 845,725	$ 1,934,258
Goodwill attributable to acquisitions[1]	—	61,241	61,241
Impact of foreign currency translation	(10,897)	(1,014)	(11,911)
Balance, December 31, 2022	1,077,636	905,952	1,983,588
Goodwill attributable to acquisitions[1]	—	43,683	43,683
Impact of foreign currency translation	23,859	9,763	33,622
Balance, December 31, 2023	$ 1,101,495	$ 959,398	$ 2,060,893

[1] Includes purchase accounting adjustments associated with acquisitions discussed in Note 5, "Acquisitions".

The following table summarizes the Company's Intangible assets, excluding Goodwill:

	Year Ended December 31,			
	2023		2022	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Definite-Lived Intangible Assets				
Acquired customer relationships	$ 548,234	$ (279,757)	$ 528,489	$ (215,962)
Acquired technology	632,801	(184,216)	553,284	(134,967)
Acquired trade names	458,917	(100,061)	414,801	(74,644)
Software	83,849	(42,910)	72,371	(39,202)
Other intangible assets	16,335	(5,829)	9,917	(3,360)
	$ 1,740,136	$ (612,773)	$ 1,578,862	$ (468,135)

Amortization expense related to acquired intangible assets, including acquired customer relationships, acquired technology, and acquired trade names, are presented on the face of the Consolidated Statements of Operations. Other intangible assets amortization expense consists primarily of amortization of software intangibles and is recorded as a component of Selling, general, and administrative expense in the Consolidated Statements of Operations. Total amortization expense is $140.2 million, $133.7 million, and $125.0 million for the years ended December 31, 2023, 2022 and 2021, respectively.

See Note 2, "Summary of Significant Accounting Policies" for discussion regarding impairment of Intangible assets.

Expected Amortization Expense

The Company's expected annual amortization expense for intangible assets for the next five years is as follows:

	December 31, 2023
	(In thousands)
2024	$ 145,822
2025	144,572
2026	139,483
2027	131,403
2028	96,556

10. Property, Plant and Equipment, Net

	Depreciable Life	Year Ended December 31,	
		2023	2022
	(In years)	(In thousands)	
Land	n/a	$ 6,454	$ 5,935
Buildings and improvements	5-40	41,195	36,548
Machinery and equipment	3-15	465,599	375,441
		513,248	417,924
Accumulated depreciation		(242,450)	(181,183)
		$ 270,798	$ 236,741

Depreciation expense for the years ended December 31, 2023, 2022 and 2021, was $76.9 million, $69.2 million and $62.0 million, respectively.

11. Inventories, Net

Inventories, net consisted of the following:

	Year Ended December 31,	
	2023	2022
	(In thousands)	
Raw materials	$ 88,129	$ 100,038
Work in process	39,310	28,164
Finished goods	406,931	357,143
	534,370	485,345
Less: Allowance for excess, slow-moving and obsolete inventory	(65,538)	(58,702)
	$ 468,832	$ 426,643

0001401902788

Leases

The Company leases certain office space, warehouse, distribution, and production facilities, as well as vehicles and equipment. Leases with an initial term of twelve months or less are not recorded on the balance sheet. Most leases include renewal options, which can extend the lease term into the future. The Company determines the lease term by assuming options that are reasonably certain of being renewed will be exercised. Certain of the Company's leases include rental payments adjusted for inflation. The right-of-use lease asset and lease liability are recorded on the Consolidated Balance Sheet, with the current lease liability being included in Accrued liabilities.

	December 31, 2023 (In thousands)
Future lease payments by year:	
2024	$ 19,528
2025	16,445
2026	11,413
2027	6,402
2028	5,125
Thereafter	12,809
Total	71,722
Less: present value discount	(5,507)
Present value of lease liabilities	$ 66,215
Weighted-average remaining lease term (in years):	
Operating leases	5.66
Weighted-average discount rate:	
Operating leases	3.6 %

The Company's operating leases extend for varying periods and, in some cases, contain renewal options that would extend the existing terms. During the years ended December 31, 2023, 2022 and 2021, the Company's net rental expense related to operating leases was $22.4 million, $23.0 million, and $20.2 million respectively.

3. Debt

Long-term debt consisted of the following:

	December 31,	
	2023	2022
	(In thousands)	
Term loan	$ —	$ 219,279
Senior unsecured convertible notes	446,164	—
Revolving credit facilities and other	20,000	40,000
Total debt	466,164	259,279
Less: current portion	—	(219,279)
Long-term debt	$ 466,164	$ 40,000

Debt Redemptions in Connection with the Separation

In conjunction with the Separation which occurred on April 4, 2022, the Company repaid all obligations under its previous credit agreement and entered into a new credit agreement (the "Enovis Credit Agreement") with certain of its existing bank lenders. Additionally, on April 7, 2022 after the completion of the Separation, the Company completed the redemptions of its 3.25% Euro Senior Notes due 2025 and its 6.375% Senior Notes due 2026. As a result of these changes, the Company recorded

Debt extinguishment charges of $20.1 million in the second quarter of 2022, comprised of $12.7 million in redemption premiums and $7.4 million in noncash write-offs of original issue discount and deferred financing fees.

Enovis Term Loan and Revolving Credit Facility

The Enovis Credit Agreement became effective April 4, 2022 and consists of a $900 million revolving credit facility (the "Revolver") with an April 4, 2027 maturity date and a term loan with an initial aggregate principal amount of $450.0 million and an April 4, 2023 maturity date (the "Enovis Term Loan"). The Revolver contains a $50 million swing line loan sub-facility. Certain U.S. subsidiaries of the Company guarantee the obligations under the Credit Facility.

On November 18, 2022, the Company completed an exchange with a lender under the Enovis Credit Agreement of 6,003,431 shares of common stock of ESAB, representing all of the retained shares in ESAB following the Separation, for $230.5 million of the $450.0 million in term loan outstanding under the Credit Agreement, net of cost to sell. On March 1, 2023 the Company extinguished the remaining outstanding balance on the Enovis Team Loan with borrowing on the Revolver.

The Enovis Credit Agreement contains customary covenants limiting the ability of the Company and its subsidiaries to, among other things, incur debt or liens, merge or consolidate with others, dispose of assets, make investments or pay dividends. In addition, the Enovis Credit Agreement contains financial covenants requiring the Company to maintain (i) a maximum total leverage ratio of not more than 3.75:1.00 for the fiscal quarter ending June 30, 2023 and thereafter, stepping down to 3.50:1.00 for the fiscal quarter ending June 30, 2024, and thereafter, and (ii) a minimum interest coverage ratio of 3.00:1.00. The Enovis Credit Agreement contains various events of default (including failure to comply with the covenants under the Enovis Credit Agreement and related agreements) and upon an event of default the lenders may, subject to various customary cure rights, require the immediate payment of all amounts outstanding under the Enovis Term Loan and the Enovis Revolver. As of December 31, 2023, the Company was in compliance with the covenants under the Enovis Credit Agreement.

On October 23, 2023 the Company entered into an amendment to the Enovis Credit Agreement (the "Amendment"). The Amendment provided for a new term loan commitment in the aggregate amount of $400 million (the "Term Loan Facility"). The Term Loan Facility extended to the Company under the Amendment was funded on January 3, 2024, the date the Lima Acquisition was consummated. The Term Loan Facility requires quarterly principal repayments at 1.25% of the initial aggregate principal amount and ultimately matures on April 4, 2027.

Pursuant to the Amendment, effective as of the date of consummation of the Lima Acquisition, (i) all facilities under the Enovis Credit Agreement (including the Term Loan Facility) became secured by certain personal property of the Company and certain of its subsidiaries, subject to limitations and exclusions; (ii) the financial covenant under the Enovis Credit Agreement was be adjusted from total leverage ratio to senior secured leverage ratio and requires the senior secured leverage ratio to be no more than 3.75:1.00 with a step down to 3.50:1.00 commencing with the fiscal quarter ending June 30, 2024; (iii) certain changes to the negative covenants became effective (including restrictions on repayments of junior financing and amendments to junior financing documents); and (iv) certain additional changes were implemented (including the removal of the guaranty fallaway provision).

As of December 31, 2023, the weighted-average interest rate of borrowings under the Enovis Credit Agreement was 6.58%, excluding accretion of original issue discount and deferred financing fees, and there was $880.0 million available on the Revolver.

Euro Senior Notes

The Company previously had senior unsecured notes with an aggregate principal amount of €350.0 million due in May 2025, with an interest rate of 3.25%. The Euro Senior Notes were redeemed on April 7, 2022 at a 100.813% redemption premium after the completion of the Separation.

Tangible Equity Unit ("TEU") Amortizing Notes

The Company previously had 6.50% TEU amortizing notes at an initial principal amount of $15.6099 per note with equal quarterly cash installments of $1.4375 per note representing a payment of interest and partial payment of principal. The final installment payment of $6.5 million was made on January 15, 2022.

0002401502289

2026 Notes

The Company previously had senior notes with a remaining principal amount of $300 million, which were due on February 15, 2026 and had an interest rate of 6.375%. The 2026 Notes were redeemed on April 7, 2022 at a 103.188% redemption premium after the completion of the Separation.

Financing for Lima Acquisition

On October 23, 2023 the Company entered into an amendment to the Enovis Credit Agreement (the "Amendment"). The Amendment provides for a new term loan commitment in the aggregate amount of $400 million. The term loan facility extended to the Company under the Amendment was funded on January 3, 2024, the date the Lima Acquisition was consummated. The term loan requires quarterly principal repayments at 1.25% of the initial aggregate principal amount and ultimately matures on April 4, 2027.

Pursuant to the Amendment, effective as of the date of consummation of the Lima Acquisition, (i) all facilities under the Credit Agreement (including the Term Loan Facility) became secured by certain personal property of the Company and certain of its subsidiaries, subject to limitations and exclusions; (ii) the financial covenant under the Credit Agreement was adjusted from total leverage ratio to senior secured leverage ratio and requires the senior secured leverage ratio to be no more than 3.75:1.00 with a step down to 3.50:1.00 commencing with the fiscal quarter ending June 30, 2024; (iii) certain changes to the negative covenants became effective (including restrictions on repayments of junior financing and amendments to junior financing documents); and (iv) certain additional changes were implemented (including the removal of the guaranty fallaway provision).

On October 24, 2023, the Company issued $460 million aggregate principal amount of senior unsecured convertible notes in a private placement pursuant to Rule 144A (the "2028 Notes"). The 2028 Notes have an interest rate of 3.875%, payable semiannually in arrears on April 15 and October 15 of each year, beginning April 15, 2024 and will mature on October 15, 2028 unless earlier repurchased, redeemed, or converted.

Holders may convert their 2028 Notes under the following conditions at any time prior to the close of business on the business day immediately preceding April 15, 2028 in multiples of $1,000 principal amount, only under the following circumstances: (i) during any calendar quarter commencing after the calendar quarter ending on December 31, 2023 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (ii) during the five business day period after any five consecutive trading day period (the "measurement period") in which the "trading price" per $1,000 principal amount of 2028 Notes, as determined following a request by a holder of 2028 Notes in accordance with the procedures described below, for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; (iii) if the Company calls any or all of the 2028 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (iv) upon the occurrence of specified corporate events as described in the indenture governing the 2028 Notes.

In addition, holders may convert their 2028 Notes, in multiples of $1,000 principal amount, at their option at any time beginning on or after April 15, 2028 until the close of business on the second scheduled trading day immediately preceding the maturity date, regardless of the foregoing circumstances. The conversion rate is 17.1474 shares of common stock per $1,000 principal amount of 2028 Notes (equivalent to an initial conversion price of approximately $58.32 per share of common stock), subject to adjustment upon the occurrence of certain specified events as set forth in the indenture governing the 2028 Notes. Upon conversion, the Company will pay cash up to the aggregate principal amount of the 2028 Notes to be converted and pay or deliver, as the case may be, cash, shares of common stock or a combination of cash and shares of common stock, at its election, in respect of the remainder,

The Company also entered into privately negotiated capped call transactions with certain of the initial purchasers of the 2028 Notes and paid $62 million to the counterparties. The capped call transactions are intended generally to mitigate potential dilution to the Company's common stock upon conversion of any Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap. If, however, the market price per share of common stock exceeds $89.72, the initial cap price of the capped call transactions, there would be dilution effect and/or no offset of any cash payments, in each case, attributable to the amount by

which the market price of the common stock exceeds the cap price. The capped call payment was classified as equity since it meets the derivative scope exception included in ASC 815 Derivative and Hedging.

Other Indebtedness

In addition to the debt agreements discussed above, the Company is party to overdraft facilities with a borrowing capacity of $30.0 million. Total letters of credit and surety bonds of $11.5 million were outstanding as of December 31, 2023.

Deferred Financing Fees

The Company has $6.6 million in deferred financing fees included in Other assets as of December 31, 2023 ($3.5 million related to the Revolver and $3.1 million related to the new term loan).

In the third quarter of 2023, the Company paid $8.0 million for a bridge facility for the Lima acquisition. Upon the completion of the amendment to the Enovis Credit Agreement and 2028 Notes offering, the bridge facility was terminated and the unamortized balance of the bridge facility deferred financing fees of $7.3 million was written-off.

As of December 31, 2023, the Company has $13.8 million of original issue discount fees and other issuance costs included as a reduction of Long-term debt related to the 2028 Notes.

Contractual Maturities

The contractual maturities of the Company's debt are as follows:

	December 31, 2023 (In thousands)
2024	$ —
2025	—
2026	—
2027	20,000
2028	460,000
Thereafter	—
Total contractual maturities	480,000
Debt discount	(13,836)
Total debt	$ 466,164

14. Equity

Share Repurchase Program

On February 12, 2018, the Company's Board of Directors authorized the repurchase of shares of the Company's common stock from time-to-time on the open market or in privately negotiated transactions. No repurchases of the Company's common stock have been made under this plan since the third quarter of 2018. As of December 31, 2023, the remaining stock repurchase authorization provided by the Board of Directors was $100 million. The timing, amount and method of shares repurchased is determined by management based on its evaluation of market conditions and other factors. There is no term associated with the remaining repurchase authorization.

Accumulated Other Comprehensive Loss

The following table presents the changes in the balances of each component of Accumulated other comprehensive loss including reclassifications out of Accumulated other comprehensive loss for the years ended December 31, 2023, 2022 and 2021. All amounts are net of tax and noncontrolling interest, if any.

202410150279O

	Accumulated Other Comprehensive Loss Components			
	Net Unrecognized Pension And Other Post-Retirement Benefit Cost	Foreign Currency Translation Adjustment	Unrealized Gain (Loss) On Hedging Activities	Total
	(In thousands)			
Balance at January 1, 2021	$ (112,783)	$ (360,977)	$ 21,654	$ (452,106)
Other comprehensive income (loss) before reclassifications:				
Net actuarial gain	20,866	—	—	20,866
Foreign currency translation adjustment	1,339	(146,409)	(230)	(145,300)
Gain on long-term intra-entity foreign currency transactions	—	32,261	—	32,261
Gain on net investment hedges	—	—	23,247	23,247
Other comprehensive income (loss) before reclassifications:	22,205	(114,148)	23,017	(68,926)
Amounts reclassified from Accumulated other comprehensive loss[1]	5,019	—	—	5,019
Net Other comprehensive income (loss)	27,224	(114,148)	23,017	(63,907)
Balance at December 31, 2021	(85,559)	(475,125)	44,671	(516,013)
Other comprehensive income (loss) before reclassifications:				
Net actuarial gain	12,207	—	—	12,207
Foreign currency translation adjustment	470	(37,953)	—	(37,483)
Loss on long-term intra-entity foreign currency transactions	—	(21,779)	—	(21,779)
Gain on net investment hedges	—	—	9,028	9,028
Other comprehensive income (loss) before reclassifications:	12,677	(59,732)	9,028	(38,027)
Amounts reclassified from Accumulated other comprehensive loss[1]	629	—	—	629
Net Other comprehensive income (loss)	13,306	(59,732)	9,028	(37,398)
Distribution of ESAB Corporation	84,460	469,220	(53,699)	499,981
Balance at December 31, 2022	12,207	(65,637)	—	(53,430)
Other comprehensive income (loss) before reclassifications:				
Net actuarial loss	(8,052)	—	—	(8,052)
Foreign currency translation adjustment	2,829	63,621	—	66,450
Loss on net investment hedges	—	—	(27,943)	(27,943)
Other comprehensive income (loss) before reclassifications:	(5,223)	63,621	(27,943)	30,455
Amounts reclassified from Accumulated other comprehensive loss[1]	(1,976)	—	70	(1,906)
Net Other comprehensive income (loss)	(7,199)	63,621	(27,873)	28,549
Balance at December 31, 2023	$ 5,008	$ (2,016)	$ (27,873)	$ (24,881)

[1] Included in the computation of net periodic benefit cost. See Note 16, "Defined Benefit Plans" for additional details.

During the years ended December 31, 2023, 2022 and 2021, Noncontrolling interest increased (decreased) by $0.1 million, $(2.1) million, and $(1.3) million, respectively, as a result of Other comprehensive income, due to foreign currency translation adjustment.

Share-Based Payments

On June 7, 2022, the shareholders of the Company approved an amendment (the "Amendment") to the Company's 2020 Omnibus Incentive Plan (the "2020 Plan"), which was originally adopted by the shareholders of the Company on May 21, 2020. The Amendment authorizes an additional 745,000 shares of common stock of the Company and did not make any other changes to the 2020 Plan. Upon the approval of the 2020 Plan, no additional ordinary shares were to be granted under the Company's previously approved plans, including the Company's 2016 Omnibus Incentive Plan dated May 13, 2016. All awards previously granted and outstanding under the prior plans remain subject to the terms of those prior plans. The 2020 Plan provides the Compensation and Human Capital Management Committee of the Company's Board of Directors ("Compensation Committee") discretion in creating employee equity incentives. Awards under the 2020 Plan may be made in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based stock, performance-based stock units, dividend equivalents, and other stock-based awards.

The Company measures and recognizes compensation expense related to share-based payments based on the fair value of the instruments issued, net of an estimated forfeiture rate. Stock-based compensation expense is generally recognized as a component of Selling, general and administrative expense in the Consolidated Statements of Operations, as payroll costs of the employees receiving the awards are recorded in the same line item.

The Company's Consolidated Statements of Operations reflect the following amounts related to stock-based compensation:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Stock-based compensation expense[1]	$ 34,065	$ 38,955	$ 35,35
Deferred tax benefit	2,813	1,236	2,65

[1] Stock-based compensation expense includes $2.1 million and $7.7 million of expense included in Income from discontinued operations on the Company's Consolidated Statements of Operations for the years ended December 31, 2022 and 2021, respectively.

As of December 31, 2023, the Company had $25.1 million of unrecognized compensation expense related to stock-based awards that will be recognized over a weighted-average period of 1.1 years. The intrinsic value of awards exercised or issued upon vesting was $19.5 million, $37.2 million, and $48.6 million during the years ended December 31, 2023, 2022 and 2021, respectively.

Stock Options

Under the 2020 Plan, the Company may grant options to purchase common stock, with a maximum term of 10 years at a purchase price equal to the market value of the Company's common stock on the date of grant.

Stock-based compensation expense for stock option awards is based upon the grant-date fair value using the Black-Scholes option pricing model. The Company recognizes compensation expense for stock option awards on a straight-line basis over the requisite service period of the entire award. The following table shows the weighted-average assumptions used to calculate the fair value of stock option awards using the Black-Scholes option pricing model, as well as the weighted-average fair value of options granted:

22315502791

	Year Ended December 31,		
	2023	2022	2021
Expected period that options will be outstanding (in years)	4.72	4.77	4.50
Interest rate (based on U.S. Treasury yields at the time of grant)	4.05 %	2.10 %	0.61 %
Volatility	48.54 %	42.90 %	43.10 %
Dividend yield	—	—	—
Weighted-average fair value of options granted[1]	$ 26.36	$ 27.48	$ 27.64

[1] The weighted-average fair value of options granted in 2021 was adjusted by a factor of 1.7 due to the Separation and reverse stock split.

As a result of the Separation, beginning in April 2022, expected volatility is based on the weighted average historical stock price volatility of a group of peer companies for the expected term of the option. Prior to April 2022, expected volatility was estimated based on the historical volatility of the Company's stock price. The Company considers historical data to estimate forfeitures within the valuation model. Groups of employees that have similar historical exercise behavior are considered together for valuation purposes. The Company has elected to estimate the expected life of an award based upon the Securities and Exchange Commission-approved "simplified method" noted under the provisions of Staff Accounting Bulletin No. 107 with the continued use of this method extended under the provisions of Staff Accounting Bulletin No. 110.

Stock option activity is as follows:

	Number of Options[1]	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value[2] (In thousands)
Outstanding at January 1, 2021	2,705,070	$ 50.61		
Granted	331,375	65.08		
Exercised	(712,810)	48.91		
Forfeited and expired	(170,529)	97.46		
Outstanding at December 31, 2021	2,153,106	49.70		
Granted	154,552	70.23		
Exercised	(127,261)	45.69		
Forfeited and expired	(407,069)	72.53		
Adjustment due to ESAB Separation[3]	(425,651)	57.64		
Outstanding at December 31, 2022	1,347,677	59.96		
Granted	222,707	57.49		
Exercised	(33,514)	45.37		
Forfeited and expired	(40,727)	67.85		
Outstanding at December 31, 2023	1,496,143	59.71	3.23	$ 4,474
Vested or expected to vest at December 31, 2023	1,488,175	59.71	3.21	4,474
Exercisable at December 31, 2023	1,159,675	58.26	2.57	4,474

[1] The outstanding options as of December 31, 2021 was adjusted by a factor of 1.7 due to the Separation and reverse stock split.

[2] The aggregate intrinsic value is based upon the difference between the Company's closing stock price at the date of the Consolidated Balance Sheet and the exercise price of the stock option for in-the-money stock options. The intrinsic value of outstanding stock options fluctuates based upon the trading value of the Company's common stock.

[3] Reflects the cancellation of outstanding options held by ESAB employees as of April 4, 2022, which were replaced with ESAB options issued by ESAB Corp. as part of the Separation.

The total intrinsic value of options exercised during the years ended December 31, 2023, 2022 and 2021 was $0.4 million, $1.5 million, and $21.4 million, respectively. The fair value of options vested during the years ended December 31, 2023, 2022 and 2021 was $5.4 million, $7.4 million, and $9.0 million, respectively.

Restricted Stock Units

Under the 2020 Plan, the Compensation Committee may award performance-based restricted stock units ("PRSUs"), the vesting of which is contingent upon meeting service conditions and various performance goals.

During the years ended December 31, 2023, 2022 and 2021, the Company granted certain employees PRSUs, the vesting of which is fully based on the Company's total shareholder return ("TSR") ranking among a peer group over a three-year performance period. The awards also have a service requirement that equals the respective performance periods. The final achievement of the PRSUs granted in 2022 and 2021 was determined as of April 4, 2022 based on the current performance as of the time of the Separation, and it was determined that 100% of the TSR metric was achieved. The achievement factors were determined in accordance with the applicable criteria established by the Compensation Committee. While the achievement factor of the outstanding awards has been determined, they remain subject to the awards' service period requirements and will therefore continue to vest over the original term of the award.

PRSUs with TSR conditions are valued at grant date using a binomial-lattice model (i.e., Monte Carlo simulation model). PRSUs with TSR conditions are recognized on a straight-line basis over the performance periods regardless of the performance condition achievement because the probability is factored into the valuation of the award. The related compensation expense for each of the awards is recognized, on a straight-line basis, over the vesting period.

Under the 2020 Plan, the Compensation Committee may also award non-performance-based restricted stock units ("RSUs") to select executives, employees and outside directors, which typically vest three years after the date of grant. With limited exceptions, the employee must remain in service until the vesting date. The Compensation Committee determines the terms and conditions of each award, including the restriction period and other criteria applicable to the awards. Directors may also elect to defer their annual board fees into RSUs with immediate vesting. Delivery of the shares underlying these director restricted stock units is deferred until termination of the director's service on the Company's Board of Directors.

The activity in the Company's PRSUs and RSUs is as follows:

	PRSUs		RSUs	
	Number of Units[1]	Weighted-Average Grant-Date Fair Value	Number of Units[1]	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2021	430,236	$ 59.70	489,654	$ 55.
Granted	146,322	77.84	464,279	78.
Vested	(113,991)	52.75	(248,405)	51.
Forfeited and expired	(96,492)	48.30	(60,311)	63.
Nonvested at December 31, 2021	366,075	72.13	645,217	69.
Granted	192,921	47.89	303,752	67.
Vested	(230,310)	49.69	(243,485)	64.
Forfeited and expired	(35,516)	46.07	(70,914)	69.
Adjustment due to ESAB Separation[2]	(32,373)	46.07	(131,291)	71.
Nonvested at December 31, 2022	260,797	77.34	503,279	71.
Granted	121,352	71.80	303,350	57.
Vested	(164,948)	82.96	(253,791)	71.
Forfeited and expired	—	—	(44,857)	63.
Nonvested at December 31, 2023	217,201	69.97	507,981	63.

1) The outstanding awards as of December 31, 2021 has been adjusted by a factor of 1.7 due to the Separation and reverse stock split.
2) Reflects the cancellation of unvested awards held by ESAB employees as of April 4, 2022, which were replaced with ESAB awards issued by ESAB as part of the Separation.

The fair value of shares vested during the years ended December 31, 2023, 2022 and 2021 was $31.8 million, $32.1 million, and $18.3 million, respectively.

0002792

15. Accrued Liabilities

Accrued liabilities in the Consolidated Balance Sheets consisted of the following:

	December 31,	
	2023	2022
	(In thousands)	
Accrued compensation and related benefits	$ 70,979	$ 51,384
Accrued third-party commissions	28,539	24,958
Lease liability - current portion	21,568	24,281
Accrued rebates	14,464	13,715
Accrued taxes	14,384	13,676
Accrued professional fees	13,037	15,670
Contingent consideration - current portion	6,944	8,812
Accrued royalties	5,972	5,777
Accrued freight	3,909	3,955
Accrued interest	3,765	2,921
Warranty liability	2,959	2,804
Customer advances and billings in excess of costs incurred	2,953	3,560
Accrued restructuring liability	2,276	1,091
Other	45,383	37,688
	$ 237,132	$ 210,292

Accrued Restructuring Liability

The Company's restructuring programs include a series of actions to reduce the structural costs of the Company. A summary of the activity in the Company's restructuring liability included in Accrued liabilities in the Consolidated Balance Sheets is as follows:

	Year Ended December 31, 2023			
	Balance at Beginning of Period	Provisions	Payments	Balance at End of Period
	(In thousands)			
Restructuring and other charges:				
Termination benefits[1]	$ 973	$ 8,953	$ (7,731)	$ 2,195
Facility closure costs and other[2]	118	8,388	(8,425)	81
Total	$ 1,091	17,341	$ (16,156)	$ 2,276
Non-cash charges[2]		2,609		
Total Provisions[3]		$ 19,950		

1) Includes severance and other termination benefits, including outplacement services.

2) Includes the cost of relocating associates, relocating equipment, lease termination expense, and other costs in connection with the closure and optimization of facilities and product lines.

3) Charges includes $2.6 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations. $13.5 million and $6.4 million of the Company's total provisions are related to the Prevention & Recovery and Reconstructive segments, respectively.

	Year Ended December 31, 2022				
	Balance at Beginning of Period	Provisions	Payments	Foreign Currency Translation	Balance at End Period
			(In thousands)		
Restructuring and other charges:					
Termination benefits[1]	$ 2,470	$ 3,944	$ (5,441)	$ —	$ 9
Facility closure costs and other[2]	358	12,864	(13,104)	—	1
Total	$ 2,828	16,808	$ (18,545)	$ —	$ 1,0
Non-cash charges[2]		2,152			
Total Provisions[3]		$ 18,960			

[1] Includes severance and other termination benefits, including outplacement services.
[2] Includes the cost of relocating associates, relocating equipment and lease termination expense in connection with the closure and optimization of facilities and product lines.
[3] Charges include $1.7 million classified as Cost of sales on the Company's Consolidated Statements of Operations. $9.6 million and $9.4 million of the Company's total provisions are related to the Prevention & Recovery and Reconstructive segments, respectively.

16. Defined Benefit Plans

The Company sponsors various defined benefit plans and defined contribution plans for certain eligible employees or former employees. Since the Separation, all of the Company's defined benefit plans are based outside of the U.S and the Company does not sponsor any other post-retirement benefit plans. The Company uses December 31st as the measurement date for all of its employee benefit plans.

As part of the Separation, all plans sponsored by ESAB and certain U.S. defined benefit and other post-retirement plans, formerly sponsored by the Company, were transferred to ESAB as of March 21, 2022. The impact of transferring the plans to ESAB is shown as Divestitures in the tables below. The following tables include all defined benefit plans historically sponsored by the Company prior to the transfer to ESAB. See Note 4, "Discontinued Operations" for further information.

The following table summarizes the total changes in the Company's pension benefits and plan assets and includes a statement of the plans' funded status. The amounts presented as of January 1, 2022 and the changes in benefit obligation and plan assets in 2022 include three months of activity of the ESAB plans prior to the Separation.

202410150279 3

	Total Pension Benefits		Foreign Pension Benefits
	Year Ended December 31,		Year Ended December 31,
	2023	2022	2022
	(In thousands)		
Change in benefit obligation:			
Projected benefit obligation, beginning of year	$ 95,075	$ 455,067	$ 252,739
Service cost	3,709	4,703	4,703
Interest cost	2,122	1,821	897
Actuarial loss (gain)[1]	11,465	(21,586)	(21,586)
Foreign exchange effect	10,946	(4,844)	(4,844)
Transfers in (benefits paid), net[2]	6,407	(5,724)	(1,854)
Divestitures[3]	—	(337,045)	(137,663)
Settlements	(8,655)	—	—
Other	1,274	2,683	2,683
Projected benefit obligation, end of year	$ 122,343	$ 95,075	$ 95,075
Accumulated benefit obligation, end of year	$ 116,767	$ 91,527	$ 91,527
Change in plan assets:			
Fair value of plan assets, beginning of year	$ 77,696	$ 366,820	$ 165,561
Actual return on plan assets	4,173	(4,193)	(6,557)
Employer contribution	3,632	3,416	3,378
Foreign exchange effect	8,696	(2,599)	(2,599)
Transfers in (benefits paid), net[2]	6,407	(5,724)	(1,854)
Divestitures[3]	—	(282,534)	(82,743)
Settlements	(8,655)	—	—
Other	2,723	2,510	2,510
Fair value of plan assets, end of year	$ 94,672	$ 77,696	$ 77,696
Funded status, end of year	$ (27,671)	$ (17,379)	$ (17,379)
Amounts recognized on the Consolidated Balance Sheet at December 31:			
Current liabilities	$ (214)	$ (174)	$ (174)
Non-current liabilities	(27,457)	(17,205)	(17,205)
Total	$ (27,671)	$ (17,379)	$ (17,379)

1) The actuarial loss for 2023 is primarily due to the decrease in discount rate in the Swiss market and the gain for 2022 is primarily due to the increases in discount rates in most markets.
2) Transfers in (benefits paid), net are positive for 2023 due to transfers in for new members.
3) Divestitures are related to the Separation.

As of December 31, 2023 and 2022, all Enovis plans had projected benefit obligations in excess of the fair value of plan assets. The projected benefit obligation increased by $27.3 million in the year ended December 31, 2023 compared to a decrease of $360.0 million in the December 31, 2022. In the year ended December 31, 2023, the increase was mainly driven by two key factors: an actuarial loss of $11.5 million and the exchange rate effect of $10.9 million (as a result of the U.S. currency weakening relative to other currencies). In the year ended December 31, 2022, the single largest driver was a decrease of $337.0 million due to the divestiture of ESAB. In addition, there was an actuarial gain of $21.6 million.

Expected contributions to the Company's pension plans for the year ending December 31, 2024 are $3.5 million. The following benefit payments are expected to be paid during each respective fiscal year:

	All Plans
	(In thousands)
2024	$ 4,863
2025	5,192
2026	6,333
2027	5,399
2028	5,309
2029 - 2032	31,653

The Company's primary investment objective for its pension plan assets is to provide a source of retirement income for the plans' participants and beneficiaries. The assets are invested with the goal of preserving principal while providing a reasonable real rate of return over the long term. Diversification of assets is achieved through strategic allocations to various asset classes. Actual allocations to each asset class vary due to periodic investment strategy changes, market value fluctuations, the length of time it takes to fully implement investment allocation positions, and the timing of benefit payments and contributions. The asset allocation is monitored and rebalanced as required, as frequently as on a quarterly basis in some instances. The following are the actual and target allocation percentages for the Company's pension plan assets:

	Actual Asset Allocation December 31,		Target
	2023	2022	Allocation
Equity securities	35 %	35 %	25% - 43%
Fixed income securities	28 %	27 %	24% - 43%
Cash and cash equivalents	3 %	2 %	0% - 10%
Other	35 %	36 %	25% - 45%

A summary of the Company's pension plan assets for each fair value hierarchy level for the periods presented follows (see Note 17, "Financial Instruments and Fair Value Measurements", for further description of the levels within the fair value hierarchy):

	December 31, 2023				
	Measured at Net Asset Value(1)	Level One	Level Two	Level Three	Total
			(In thousands)		
Cash and cash equivalents	$ —	$ 2,406	$ —	$ —	$ 2,406
Equity securities	—	33,091	—	—	33,091
Non-U.S. government and corporate bonds	—	26,376	—	—	26,376
Other[1]	—	—	32,799	—	32,799
	$ —	$ 61,873	$ 32,799	$ —	$ 94,672

[1] Represents diversified portfolio funds, reinsurance contracts and money market funds.

	December 31, 2022				
	Measured at Net Asset Value(1)	Level One	Level Two	Level Three	Total
			(In thousands)		
Cash and cash equivalents	$ —	$ 1,250	$ —	$ —	$ 1,250
Equity securities	—	27,074	—	—	27,074
Non-U.S. government and corporate bonds	—	21,224	—	—	21,224
Other[1]	—	—	28,148	—	28,148
	$ —	$ 49,548	$ 28,148	$ —	$ 77,696

[1] Represents diversified portfolio funds, reinsurance contracts and money market funds.

0001015279420241015

The following table sets forth the components of Net periodic benefit cost (income) and Other comprehensive (gain) loss of the Company's defined benefit pension plans and other post-retirement employee benefit plans:

	Pension Benefits		
	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Components of Net Periodic Benefit (Income) Cost:			
Service cost	$ 3,709	$ 4,703	$ 3,719
Interest cost	2,122	1,821	4,642
Amortization	(1,759)	1,187	5,953
Settlement gain	(578)	—	(11,157)
Other	—	(20)	2
Expected return on plan assets	(3,032)	(4,789)	(12,819)
Net periodic benefit cost (income)	$ 462	$ 2,902	$ (9,660)
Change in Plan Assets and Benefit Obligations Recognized in Other Comprehensive (Gain) Loss:			
Current year net actuarial (gain) loss	$ 9,478	$ (14,728)	$ (27,385)
Current year prior service cost	(1,448)	221	—
Less amounts included in net periodic benefit (income) cost:			
Amortization of net (gain) loss	1,839	(1,135)	(5,899)
Settlement/divestiture/other gain	578	—	(51)
Amortization of prior service cost	(80)	(52)	(65)
Total recognized in Other comprehensive (gain) loss	$ 10,367	$ (15,694)	$ (33,400)

Net periodic benefit cost (income) of $0.3 million and $(9.9) million for the years ended December 31, 2022 and 2021, respectively are included in Income from discontinued operations.

The following table sets forth the components of Net periodic benefit cost (income) and Other comprehensive (gain) loss of the foreign defined benefit pension plans for the years ended December 31, 2022 and 2021 included in the table above:

	Foreign Pension Benefits	
	Year Ended December 31,	
	2022	2021
	(In thousands)	
Components of Net Periodic Benefit (Income) Cost:		
Service cost	$ 4,703	$ 3,719
Interest cost	897	1,741
Amortization	273	1,223
Settlement gain	—	(11,157)
Other	(20)	2
Expected return on plan assets	(2,425)	(3,015)
Net periodic benefit cost (income)	$ 3,428	$ (7,487)
Change in Plan Assets and Benefit Obligations Recognized in Other Comprehensive (Gain) Loss:		
Current year net actuarial (gain) loss	$ (14,728)	$ (7,577)
Current year prior service cost	221	—
Less amounts included in net periodic benefit (income) cost:		
Amortization of net (gain) loss	(221)	(1,169)
Settlement/divestiture/other gain	—	(51)
Amortization of prior service cost	(52)	(65)
Total recognized in Other comprehensive (gain) loss	$ (14,780)	$ (8,862)

The components of net unrecognized pension benefit cost included in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets that have not been recognized as a component of Net periodic benefit (income) cost are as follows:

	December 31,	
	2023	2022
	(In thousands)	
Net actuarial gain	$ (4,681)	$ (16,620)
Prior service (income) cost	(1,084)	488
Total	$ (5,765)	$ (16,132)

The key economic assumptions used in the measurement of the Company's pension benefit obligations are as follows:

	December 31,	
	2023	2022
Weighted-average discount rate for all plans	1.5 %	2.2 %
Weighted-average rate of increase in compensation levels for active plans	1.5 %	1.5 %

The key economic assumptions used in the computation of Net periodic benefit (income) cost are as follows:

	Year Ended December 31,		
	2023	2022	2021
Weighted-average discount rate:			
All plans	2.1 %	1.7 %	1.7 %
Foreign plans		1.2 %	1.4 %
Weighted-average expected return on plan assets:			
All plans	3.5 %	4.3 %	5.2 %
Foreign plans		2.8 %	3.6 %
Weighted-average rate of increase in compensation levels for active plans	1.5 %	1.7 %	0.6 %

In determining discount rates, the Company utilizes the single discount rate equivalent to discounting the expected future cash flows from each plan using the yields at each duration from a published yield curve as of the measurement date.

The expected long-term rate of return on plan assets was based on the Company's investment policy target allocation of the asset portfolio between various asset classes and the expected real returns of each asset class over various periods of time that are consistent with the long-term nature of the underlying obligations of these plans.

The Company maintains defined contribution plans for its employees. The Company's expense in continuing operations for the years ended December 31, 2023, 2022 and 2021 was $8.1 million, $6.6 million and $5.4 million, respectively.

Prior to the Separation, the Company sponsored other post-retirement benefit plans with unfunded liabilities of $11.9 million at the time of the Separation with annual costs of approximately $0.1 million. See prior filings for expanded disclosures related to these plans transferred to ESAB as part of the Separation.

20241015002795

Financial Instruments and Fair Value Measurements

The Company utilizes fair value measurement guidance prescribed by accounting standards to value its financial instruments. The guidance establishes a fair value hierarchy based on the inputs used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level One: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level Two: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level Three: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying values of financial instruments, including Trade receivables, other receivables and Accounts payable, approximate their fair values due to heir short-term maturities. The estimated fair value of the Company's debt of $573.2 million and $259.3 million as of December 31, 2023 and 2022, :espectively, was based on current interest rates for similar types of borrowings and is in Level Two of the fair value hierarchy. The estimated fair values may iot represent actual values of the financial instruments that could be realized as of the balance sheet date or that will be realized in the future.

As of December 31, 2023, the Company held $26.0 million in Level Three liabilities arising from contingent consideration related to acquisitions. The fair value of the contingent consideration liabilities is determined using unobservable inputs and the inputs vary based on the nature of the purchase agreements. These inputs can include the estimated amount and timing of projected cash flows, the risk-adjusted discount rate used to present value the projected cash flows, and the probability of the acquired company attaining certain targets stated within the purchase agreements. A change in these unobservable inputs to a different amount might result in a significantly higher or lower fair value measurement at the reporting date due to the nature of uncertainty inherent to the estimates. The gross range of outcomes for contingent consideration arrangements that have a fixed limit is zero to $8.5 million. There is one contingent consideration arrangement as of December 31, 2023 that has no limit and is based on a percentage of sales in excess of a benchmark over a five-year period.

There were no other transfers in or out of Level One, Two or Three during the year ended December 31, 2023.

	Total Contingent Consideration Rollforward						
	Beginning Balance	Additions	Charges	Interest	Payments	Foreign Exchange	Ending Balance
	(In thousands)						
Contingent Consideration	$ 27,809	$ 1,818	$ (832)	$ —	$ (2,736)	$ (33)	$ 26,026

Deferred Compensation Plans

The Company maintains deferred compensation plans for the benefit of certain employees and non-executive officers. As of December 31, 2023 and 2022, the fair values of these plans were $14.4 million and $10.3 million, respectively. These plans are deemed to be Level Two within fair value hierarchy.

Derivatives

The Company periodically enters into foreign currency derivative contracts. As the Company has manufacturing sites internationally in Europe, Africa, and Asia and sells its products globally, the Company is exposed to movements in the exchange rates of various currencies. As a result, the Company enters into foreign currency swaps and forward contracts to mitigate this exchange rate risk. As the Company's borrowings under the Credit Facility include variable interest rates, the Company may periodically enter into interest rate swap or collar agreements to mitigate interest rate risk. Commodity

derivative contracts can be used to manage costs of raw materials used in the Company's production processes. There were no changes during the periods presented in the Company's valuation techniques used to measure asset and liability fair values on a recurring basis.

Cash Flow Hedges

The Company's objective in using forward currency contracts is to add stability to the Company's earnings and to protect the U.S. Dollar value of forecasted transactions. To accomplish this objective, the Company has entered into forward currency contract agreements between the U.S. Dollar and the Mexican Peso as part of its risk management strategy. These forward currency contract agreements are designated and qualify as cash flow hedges.

The gain or loss on a derivative instrument designated as a cash flow hedge is recorded in Unrealized gain (loss) on hedging activities, net of tax within the Company's Consolidated Statements of Comprehensive Income (Loss) until the underlying third-party transaction occurs. When the underlying third-party transaction occurs, the Company recognizes the gain or loss in earnings within Cost of Sales in its Consolidated Statements of Operations. The contracts are recorded at fair value and deemed to be Level Two in the fair value hierarchy.

At December 31, 2023, the Company's forward currency contracts have a Mexican Peso notional amount of approximately $840.0 million, equivalent to a U.S. Dollar aggregate notional amount of $47.9 million. During the year ended December 31, 2023, the Company recognized a realized gain of $0.2 million on its Consolidated Statements of Operations related to its forward currency contracts designated as cash flow hedges. There was nothing recognized in 2022 as the Mexican Peso forward currency program was established in the second quarter of 2023.

Net Investment Hedges

On April 18, 2023, the Company entered into cross-currency swap agreements to hedge its net investment in its Swiss Franc-denominated subsidiaries against adverse movements in exchange rates between the U.S. Dollar and the Swiss Franc. These swap agreements are designated and qualify as net investment hedges. These contracts have a Swiss Franc notional amount of approximately ₣403 million and a U.S. Dollar aggregate notional amount of $450 million at December 31, 2023.

Cross-currency swaps involve the receipt of functional-currency fixed-rate amounts from a counterparty in exchange for the Company making foreign-currency fixed-rate payments over the life of the agreement. For derivatives designated as net investment hedges, the gain or loss on the derivative is reported in the Consolidated Balance Sheet as part of Accumulated other comprehensive income (loss) and in the Company's Consolidated Statements of Comprehensive Income (Loss) as part of the foreign currency translation adjustment. Amounts are reclassified out of Accumulated other comprehensive loss into earnings when the hedged net investment is either sold or substantially liquidated.

During the three months and year ended December 31, 2023, the Company received interest income on its cross-currency swap derivatives of $2.6 million and $7.3 million, respectively, which is included within Interest expense, net in the Consolidated Statements of Operations.

The following table presents the effect of the Company's designated hedging instruments on Accumulated other comprehensive income (loss) for the year ended December 31, 2023 and 2022:

	Year Ended December 31,	
	2023	2022
	(In thousands)	
Gain (loss) on cross-currency swaps	$ (36,893)	$ —
Gain (loss) on forward currency contracts	247	—
	$ (36,646)	$ —

Non-Designated Hedging Instruments

The Company also used non-designated forward currency contracts for the purpose of managing its exposure to currency exchange rate risk related to the Euro-denominated purchase price of Novastep and Lima, which closed in June 2023 and January 2024, respectively. During the second quarter of 2023, the Company recognized a realized loss of $1.5 million on its Consolidated Statements of Operations related to the settlement of the Novastep non-designated forward currency contract. The loss is recorded in Other income, net on the Consolidated Statements of Operations. During the fourth quarter of 2023, the Company recorded an unrealized gain of $24.3 million on its Consolidated Statements of Operations related to the outstanding

2410296

Lima non-designated forward currency contracts. The gain is recorded in Other income, net on the Consolidated Statements of Operations. The Lima forward remained outstanding as of December 31, 2023 and was subsequently settled on January 3, 2024 upon the closing of the Lima acquisition for a realized gain of $73.2 million, which will reflect a loss of $11.1 million in the first quarter of 2024.

The following table presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2023 and 2022:

(In thousands)	Location on Consolidated Balance Sheets [1]	December 31, 2023	2022
Derivative Assets			
Designated Hedging Instruments			
Forward currency contracts	Other current assets	$ 432	$ —
Cross-currency swaps	Other current assets	10,061	—
		10,493	—
Non-Designated Hedging Instruments			
Forward currency contracts	Other current assets	24,311	—
Total Derivative Assets		$ 34,804	$ —
Derivative Liabilities			
Designated Hedging Instruments			
Forward currency contracts	Accrued liabilities	$ 278	$ —
Cross-currency swaps	Other long-term liabilities	46,953	—
Total Derivative Liabilities		$ 47,231	$ —

[1] The Company classifies derivative assets and liabilities as current when the settlement date of the contract is one year or less.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade accounts receivable. Concentrations of credit risk are considered to exist when there are amounts collectible from multiple counterparties with similar characteristics, which could cause their ability to meet contractual obligations to be similarly impacted by economic or other conditions. The Company performs credit evaluations of its customers prior to delivery or commencement of services and normally does not require collateral. Letters of credit are occasionally required when the Company deems necessary. There are no customers that represent more than 10% of the Company's Accounts receivable, net as of December 31, 2023 and 2022.

18. Commitments and Contingencies

General Litigation

The Company is involved in various pending legal, regulatory and other proceedings arising out of the ordinary course of the Company's business. None of these proceedings are expected to have a material adverse effect on the financial condition, results of operations or cash flow of the Company. With respect to these proceedings, management of the Company believes that it will either prevail, has adequate insurance coverage or has established appropriate accruals to cover potential liabilities. Legal costs related to proceedings or claims are recorded when incurred. Other costs that management estimates may be paid related to the claims are accrued when the liability is considered probable and the amount can be reasonably estimated. There can be no assurance, however, as to the ultimate outcome of any of these matters, and if all or substantially all of these legal proceedings were to be determined adverse to the Company, there could be a material adverse effect on the financial condition, results of operations or cash flow of the Company.

Off-Balance Sheet Arrangements

As of December 31, 2023, the Company had $145.9 million of unconditional purchase obligations with suppliers, the majority of which is expected to be paid by December 31, 2023.

19. Segment Information

The Company conducts its continuing operations through the Prevention & Recovery and Reconstructive operating segments, which also represent the Company's reportable segments.

- ***Prevention & Recovery*** - a leader in orthopedic solutions and recovery sciences, providing devices, software and services across the patient care continuum from injury prevention to rehabilitation after surgery, injury, or from degenerative disease.

- ***Reconstructive*** - innovation market-leader positioned in the fast-growing surgical implant business, offering a comprehensive suite of reconstructive joint products for the hip, knee, shoulder, elbow, foot, ankle, and finger.

The Company's management, including the chief operating decision maker, evaluates the operating results of each of its reportable segments based upon Net sales and Adjusted EBITDA, which excludes from Net loss from continuing operations the effect of restructuring and certain other charges, MDR and related costs, acquisition-related intangible asset amortization and other non-cash charges, strategic transaction costs, stock-based compensation, insurance settlement gain, and inventory step-up charges from the operating income of the Company's operating segments.

The Company's segment results were as follows:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Net sales:			
Prevention & Recovery	$ 1,076,776	$ 1,027,628	$ 1,026,029
Reconstructive	630,421	535,473	400,159
Total Net sales	$ 1,707,197	$ 1,563,101	$ 1,426,188
Segment Adjusted EBITDA[(1)]:			
Prevention & Recovery	$ 152,501	$ 141,344	$ 133,500
Reconstructive	116,726	94,726	72,496
Total Adjusted EBITDA[(1)]	$ 269,227	$ 236,070	$ 205,996
Depreciation, amortization and impairment			
Prevention & Recovery	$ 115,752	$ 104,458	$ 97,898
Reconstructive	101,357	98,507	89,091
Total depreciation, amortization and impairment	$ 217,109	$ 202,965	$ 186,989
Capital expenditures:			
Prevention & Recovery	$ 26,356	$ 25,140	$ 19,514
Reconstructive	95,867	74,407	49,077
Total capital expenditures	$ 122,223	$ 99,547	$ 68,591

0001104659-24-015027

The following is a reconciliation of Income from continuing operations before income taxes to Adjusted EBITDA:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Loss from continuing operations before income taxes	$ (67,128)	$ (2,069)	$ (121,781)
Restructuring and other charges[1]	19,950	18,960	13,914
MDR and other costs[2]	27,400	16,709	7,949
Strategic transaction costs	38,250	61,024	23,448
Stock-based compensation	32,079	31,493	25,737
Depreciation and other amortization	83,592	76,664	70,069
Amortization of acquired intangibles	133,517	126,301	116,920
Insurance settlement gain[3]	—	(36,705)	—
Inventory step-up	148	12,802	10,758
Interest expense, net	19,749	24,052	29,112
Debt extinguishment charges	7,333	20,396	29,870
Gain on investment in ESAB Corporation	—	(102,669)	—
Gain on cost basis investment	—	(8,800)	—
Other income, net	(25,663)	(2,088)	—
Adjusted EBITDA (non-GAAP)	269,227	236,070	205,996

[1] Restructuring and other charges includes $2.6 million, $1.7 million and $5.2 million of expense classified as Cost of sales on the Company's Consolidated Statements of Operations for the years ended December 31, 2023, 2022 and 2021, respectively.

[2] Primarily related to costs specific to compliance with medical device reporting regulations and other requirements of the European Union MDR. These costs are classified as Selling, general and administrative expense on our Consolidated Statements of Operations.

[3] Insurance settlement gain is related to the 2019 acquisition of DJO.

	December 31,	
	2023	2022
	(In thousands)	
Total assets[1]:		
Prevention & Recovery	$ 2,414,014	$ 2,470,917
Reconstructive	2,095,320	1,802,331
Total	$ 4,509,334	$ 4,273,248

[1] Includes allocation of certain centrally managed assets, including cash and cash equivalents.

The detail of the Company's operations by geography is as follows:

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Net sales by origin[1]:			
United States	$ 1,152,360	$ 1,062,765	$ 1,030,440
Foreign locations	554,837	500,336	395,748
Total	$ 1,707,197	$ 1,563,101	$ 1,426,188

[1] The Company attributes revenues from external customers to individual countries based upon the country in which the sale was originated.

	December 31,	
	2023	2022
	(In thousands)	
Property, plant and equipment, net[1]:		
United States	$ 179,146	$ 157,897
Switzerland	45,995	41,113
Germany	20,147	16,450
Mexico	8,006	6,605
France	5,529	3,058
Other foreign locations	11,975	11,618
Total	$ 270,798	$ 236,741

[1] As the Company does not allocate all long-lived assets (specifically intangible assets) to each individual country, evaluation of long-lived assets in total is impracticable.

20. Subsequent Events

Lima Acquisition

On January 3, 2023, the Company completed a business combination in its Reconstructive segment of LimaCorporate S.p.A. ("Lima"), a privately held global orthopedic company focused on restoring motion through digital innovation and customized hardware. See Note 5. "Acquisitions and Investments" and Note 13. "Debt" in the Notes to the Consolidated Financial Statements included in this Form 10-K for additional information regarding the acquisition and the financing of the acquisition.

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

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of December 31, 2023. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report on Form 10-K, the Company's disclosure controls and procedures were effective in providing reasonable assurance that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

The management of Enovis Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Internal control over financial reporting includes policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with the authorization of management and directors of the Company; and

(iii) 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 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 existing policies or procedures may deteriorate.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an assessment of the effectiveness of internal control over financial reporting as of December 31, 2023 based on the criteria established in *Internal Control - Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2023.

Our independent registered public accounting firm is engaged to express an opinion on our internal control over financial reporting, as stated in its report, which is included in Part II, Item 8 of this Form 10-K under the caption "Report of Independent Registered Public Accounting Firm—Internal Control Over Financial Reporting."

Item 9B. ***Other Information***

During the fiscal quarter ended December 31, 2023, none of our directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408, except as described below:

On December 4, 2023, Matthew L. Trerotola, the Company's Chief Executive Officer and Chair of the Company's Board of Directors, terminated a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense of Rule 10b5-1(c) and originally adopted on December 8, 2022 for the sale of up to 5,000 shares of Company common stock until December 8, 2023.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None

0002401 2799

PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

Information relating to our Executive Officers is set forth in Part I of this Form 10-K under the caption "Information About Our Executive Officers". The following information with respect to our board of directors is presented as of February 22, 2024:

Name	Age	Position at Enovis	Principal Employment
Matthew L. Trerotola	56	Chief Executive Officer and Chair of the Board of Directors	Same
Brady Shirley	58	President, Chief Operating Officer and Director	Same
Liam J. Kelly	57	Director	Chairman, President and Chief Executive Officer of Teleflex Incorporated
Philip Okala	55	Director	Chief Operating Officer of Tufts Medicine
A. Clayton Perfall	65	Director	Retired
Rajiv Vinnakota	52	Director	President of the Institute for Citizens & Scholars (formerly the Woodrow Wilson National Fellowship Foundation)
Sharon Wienbar	62	Lead Independent Director	Retired
Dr. Christine Ortiz	53	Director	Morris Cohen Professor of Materials Science and Engineering at the Massachusetts Institute of Technology
Angela S. Lalor	58	Director	Retired
Barbara Bodem	56	Director	Retired

Additional information regarding our Directors, Audit Committee and, if required, compliance with Section 16(a) of the Exchange Act is incorporated by reference to such information included in our proxy statement for our 2024 annual meeting to be filed with the SEC within 120 days after the end of the fiscal year covered by this Form 10-K (the "2024 Proxy Statement").

As part of our system of corporate governance, our Board of Directors has adopted a code of ethics that applies to all employees, including our principal executive officer, our principal financial officer, principal accounting officer or other persons performing similar functions. A copy of the code of ethics is available on the Corporate Governance page of the Investor Relations section of our website at www.enovis.com. We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or a waiver from, a provision of our code of ethics by posting such information on our website at the address above.

Item 11. *Executive Compensation*

Information responsive to this item is incorporated by reference to such information included in our 2024 Proxy Statement.

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

Information responsive to this item is incorporated by reference to such information included in our 2024 Proxy Statement.

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

Information responsive to this item is incorporated by reference to such information included in our 2024 Proxy Statement.

Item 14. *Principal Accountant Fees and Services*

Information responsive to this item is incorporated by reference to such information included in our 2024 Proxy Statement.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(A) The following documents are filed as part of this report.

(1) Financial Statements. The financial statements are set forth under Part II, Item 8. "Financial Statements and Supplementary Data" of this report on Form 10-K.

(2) Schedules. An index of Exhibits and Schedules begins on page 110 of this report. Schedules other than those listed have been omitted from this Annual Report because they are not required, are not applicable or the required information is included in the financial statements or the notes thereto.

(3) Exhibits: See exhibits listed under Part (B) below.

(B) Exhibits.

INDEX TO FINANCIAL STATEMENTS, SUPPLEMENTARY DATA AND FINANCIAL STATEMENT SCHEDULE

Schedule:	Page Number in Form 10-K
Valuation and Qualifying Accounts	116

0001410150-24-000090

EXHIBIT INDEX

Explanatory Note: On April 4, 2022, the Company changed its corporate name from "Colfax Corporation" to "Enovis Corporation". References to "the Company" in the exhibit index below refer to "Colfax Corporation" with respect to periods prior to the date of the name change, and to Enovis Corporation with respect to periods after the date of the name change.

Exhibit No.	Description	Location
2.1	Separation and Distribution Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022.
2.2	Purchase Agreement, dated as of September 24, 2017, by and between the Company and CIRCOR International, Inc.	Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on September 25, 2017
2.3	Equity and Asset Purchase Agreement, dated as of May 15, 2019, by and among the Company, the entities set forth on Schedule I-A thereto, Granite Holdings US Acquisition Co. International, Inc. and Brilliant 3047, GmbH	Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 17, 2019
2.4	Share Purchase Agreement, dated September 22, 2023, between the Company and Emil Holding II S.a.r.l.	Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on September 28, 2023
3.1	Amended and Restated Certificate of Incorporation of the Company	Incorporated by reference to Exhibit 3.01 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on January 30, 2012
3.1.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company	Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8,2022
3.2	Amended and Restated Bylaws of the Company	Incorporated by reference to Exhibit 3.02 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on December 15, 2022
4.1	Specimen Common Stock Certificate	Incorporated by reference to Exhibit 4.1 to the Company's Form S-1 (File 333-148486) as filed with the SEC on May 1, 2008
4.2	Description of Securities registered under Section 12 of the Exchange Act	Incorporated by reference to Exhibit 4.8 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
4.3	Indenture, dated October 24, 2023, between the Company and U.S. Bank Trust Company, National Association, as Trustee	Incorporated by reference to Exhibit 4.1 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on October 25, 2023
4.4	Form of 3.875% Convertible Senior Note due 2028	Incorporated by reference to Exhibit 4.2 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on October 25, 2023
10.1	2008 Omnibus Incentive Plan*	Incorporated by reference to Exhibit 10.1 to the Company's Form S-1 (File 333-148486) as filed with the SEC on April 23, 2008
10.2	2008 Omnibus Incentive Plan, as amended and restated April 2, 2012*	Incorporated by reference to Exhibit 10.07 to the Company's Form 10-Q (File No. 001-34045) as filed with the SEC on August 7, 2012

Exhibit No.	Description	Location
10.3	2016 Omnibus Incentive Plan*	Incorporated by reference to Exhibit 10.01 to the Company's Form 10-Q (File No. 001-34045) as filed with the SEC on July 28, 2016
10.4	Form of Non-Qualified Stock Option Agreement for officers *	Incorporated by reference to Exhibit 10.5 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.5	Form of Non-Qualified Stock Option Agreement for officers with retirement provision *	Incorporated by reference to Exhibit 10.6 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.6	Form of Non-Qualified Stock Option Agreement for non-officers *	Incorporated by reference to Exhibit 10.6 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.7	Form of Non-Qualified Stock Option Agreement for non-officers with retirement provision*	Incorporated by reference to Exhibit 10.8 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.8	Form of Performance Stock Unit Agreement*	Incorporated by reference to Exhibit 10.7 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.9	Form of Performance Stock Unit Agreement with retirement provision*	Incorporated by reference to Exhibit 10.10 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.10	Form of Restricted Stock Unit Agreement*	Incorporated by reference to Exhibit 10.8 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.11	Form of Restricted Stock Unit Agreement with retirement provisions*	Incorporated by reference to Exhibit 10.12 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.12	Form of Outside Director Deferred Stock Unit Agreement*	Incorporated by reference to Exhibit 10.9 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.13	Form of Outside Director Restricted Stock Unit Agreement (no deferral)*	Incorporated by reference to Exhibit 10.10 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.14	Form of Outside Director Deferred Stock Unit Agreement for deferral of grants of restricted stock *	Incorporated by reference to Exhibit 10.11 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.15	Form of Outside Director Deferred Stock Unit Agreement for deferral of director fees*	Incorporated by reference to Exhibit 10.12 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.16	Form of Outside Director Non-Qualified Stock Option Agreement*	Incorporated by reference to Exhibit 10.13 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 14, 2017
10.17	2020 Omnibus Incentive Plan*	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.18	First Amendment to 2020 Omnibus Incentive Plan	Incorporated by reference to Exhibit 10.1 to the Company's form 8-K (File No. 001-34045) as filed with the SEC on June 13, 2022
10.19	Form of Non-Qualified Stock Option Agreement – Chief Executive Officer (2020 Plan)*	Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.20	Form of Non-Qualified Stock Option Agreement – Officer (w/ Retirement) (2020 Plan)*	Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020

Exhibit No.	Description	Location
10.21	Form of Non-Qualified Stock Option Agreement – Outside Director (2020 Plan)*	Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.22	Form of Performance Stock Unit Agreement – Chief Executive Officer (2020 Plan)*	Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.23	Form of Performance Stock Unit Agreement – Officer (w/ Retirement) (2020 Plan)*	Incorporated by reference to Exhibit 10.6 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.24	Form of Restricted Stock Unit Agreement – Chief Executive Officer (2020 Plan)*	Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.25	Restricted Stock Unit Agreement – Officer (w/ Retirement) (2020 Plan)*	Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.26	Form of Restricted Stock Unit Agreement – Outside Director (2020 Plan)*	Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 27, 2020
10.27	Form of Retention Restricted Stock Unit Agreement (2020 Plan)*	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-3405) as filed with the SEC on March 5, 2021
10.28	Amended and Restated Excess Benefit Plan, effective as of January 1, 2013*	Incorporated by reference to Exhibit 10.13 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 19, 2013
10.29	Amendment No. 1 to Amended and Restated Excess Benefit Plan, dated December 12, 2018*	Incorporated by reference to Exhibit 10.19 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.30	Nonqualified Deferred Compensation Plan, as effective January 1, 2016*	Incorporated by reference to Exhibit 10.15 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 16, 2016
10.31	Amendment No. 1 to Nonqualified Deferred Compensation Plan, effective as of February 13, 2017*	Incorporated by reference to Exhibit 10.21 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.32	Amendment No. 2 to Nonqualified Deferred Compensation Plan, dated December 12, 2018*	Incorporated by reference to Exhibit 10.22 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 24, 2020
10.33	Amendment No. 3 to Nonqualified Deferred Compensation Plan, effective as of December 1, 2020*	Incorporated by reference to Exhibit 10.32 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 22, 2022
10.34	Amendment No. 4 to Nonqualified Deferred Compensation Plan, effective as of January 1, 2022*	Incorporated by reference to Exhibit 10.33 to the Company's Form 10-K (File. No. 001-34045) as filed with the SEC on February 22, 2022
10.35	Employment Agreement between Matthew L. Trerotola and the Company*	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on July 23, 2015
10.36	Employment Agreement between the Company and Daniel A. Pryor*	Incorporated by reference to Exhibit 10.04 to the Company's Form 10-Q (File No. 001-34045) as filed with the SEC on August 7, 2012
10.37	Letter Agreement between the Company and Phillip Benjamin Berry, dated December 31, 2022*	Incorporated by reference to Exhibit 10.38 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on March 1, 2023
10.38	Employment Agreement, dated as of November 14, 2016, by and between DJO Global, Inc. and Brady Shirley*	Incorporated by reference to Exhibit 10.35 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on February 19, 2021

20241015028O1

Exhibit No.	Description	Location
10.39	Form of Indemnification Agreement between the Company and each of its directors and executive officers*	Incorporated by reference to Exhibit 10.3 to the Company's Form S-1 (File 333-148486) as filed with the SEC on May 1, 2008
10.40	Form of Change in Control Agreement*	Incorporated by reference to Exhibit 10.01 to the Company's Form 10-Q (File No. 001-34045) as filed with the SEC on October 29, 2020
10.41	Annual Incentive Plan, as amended and restated April 3, 2020*	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 9, 2020
10.42	Executive Officer Severance Plan*	Incorporated by reference to Exhibit 10.02 to the Company's Form 10-Q (File No. 001-34045) as filed with the SEC on July 23, 2015
10.43	Director Deferred Compensation Plan*	Incorporated by reference to Exhibit 10.9 to the Company's Form S-1 (File 333-148486) as filed with the SEC on April 23, 2008
10.44	Amendment No. 1 to the Director Deferred Compensation Plan*	Incorporated by reference to Exhibit 10.24 to the Company's Form 10-K (File 333-148486) as filed with the SEC on February 16, 2018
10.45	Credit Agreement, dated April 4, 2022, by and among the Company, as the lead borrower, certain subsidiaries of the Company identified therein as guarantors, each of the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., Goldman Sachs Bank USA, Citizens Bank, N.A., BNP Paribas, Bank of Montreal and Wells Fargo Bank, National Association, as co-syndication agents, and joint bookrunners and joint lead arrangers named therein	Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.46	Amendment No. 1 to Credit Agreement, dated October 23, 2023, by and among the Company, the lenders and guarantors party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent	Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on October 25, 2023
10.47	Transition Services Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.48	Tax Matters Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.49	Employee Matters Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.50	Intellectual Property Matters Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.51	EBS License Agreement, dated April 4, 2022, between the Company and ESAB Corporation	Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on April 8, 2022
10.52	Letter Agreement between the Company and Patricia Lang, dated December 17, 2018*	Incorporated by reference to Exhibit 10.64 to the Company's Form 10-K (File No. 001-34045) as filed with the SEC on March 1, 2023
10.53	Enovis Corporation 2023 Non-Qualified Stock Purchase Plan	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on May 22, 2023
10.54	Form of Capped Call Confirmation entered into with Initial Purchasers of 3.875% Convertible Notes	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34045) as filed with the SEC on October 25, 2023

0002410150280

Exhibit No.	Description	Location
10.55	Registration Rights Agreement, dated January 3, 2024, by and between the Company and Emil Holding II S.a.r.l.	Filed herewith
21.1	Subsidiaries of registrant	Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934	Filed herewith
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
97.1	Enovis Corporation Policy for Recovery of Erroneously Awarded Compensation, effective as of September 20, 2023	Filed herewith
101.INS	Inline XBRL Instance Document	Filed herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	Inline XBRL Extension Calculation Linkbase Document	Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
104	Cover Page Interactive Data File - The cover page from this Annual Report on Form 10-K for the fiscal year ended December 31, 2021 is formatted in Inline XBRL (included as Exhibit 101).	Filed herewith

* Indicates management contract or compensatory plan, contract or arrangement.

Item 16. ***Form 10-K Summary***

None.

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 on February 22, 2024.

ENOVIS CORPORATION

By: /s/ MATTHEW L. TREROTOLA
Matthew L. Trerotola
Chair of the Board, Chief Executive Officer and Director

Pursuant to the requirements of Section 13 or 15(d) 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 date indicated.

Date: February 22, 2024

/s/ MATTHEW L. TREROTOLA
Matthew L. Trerotola
Chair of the Board, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ PHILLIP B. BERRY
Phillip B. Berry
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ JOHN KLECKNER
John Kleckner
Vice President, Controller and Chief Accounting Officer
(Principal Accounting Officer)

/s/ BRADY R. SHIRLEY
Brady R. Shirley
President and Director

/s/ DR. CHRISTINE ORTIZ
Dr. Christine Ortiz
Director

/s/ ANGELA S. LALOR
Angela S. Lalor
Director

/s/ LIAM J. KELLY
Liam J. Kelly
Director

/s/ A. CLAYTON PERFALL
A. Clayton Perfall
Director

/s/ BARBARA BODEM
Barbara Bodem
Director

/s/ RAJIV VINNAKOTA
Rajiv Vinnakota
Director

/s/ SHARON L. WIENBAR
Sharon L. Wienbar
Director

/s/ PHILIP OKALA
Philip Okala
Director

SCHEDULE II–VALUATION AND QUALIFYING ACCOUNTS

	Balance at Beginning of Period	Charged to Cost and Expense[1]	Charged to Other Accounts[2]	Write-Offs Write-Downs and Deductions	Foreign Currency Translation	Balance at End of Period
	(Dollars in thousands)					
Year Ended December 31, 2023:						
Allowance for credit losses	$ 7,965	$ 4,836	$ —	$ (3,221)	$ 151	$ 9,731
Valuation allowance for deferred tax assets	93,542	4,646	—	—	3,462	101,650
Year Ended December 31, 2022:						
Allowance for credit losses	6,589	2,552	—	(963)	(213)	7,965
Valuation allowance for deferred tax assets	111,812	(12,126)	537	—	(6,681)	93,542
Year Ended December 31, 2021:						
Allowance for credit losses	6,849	1,040	—	(1,245)	(55)	6,589
Valuation allowance for deferred tax assets	112,129	(4,496)	1,352	2,827	—	111,812

1) Amounts charged to expense are net of recoveries for the respective period.
2) Represent fair value adjustments related to acquisitions, as well as amounts charged to Goodwill and reclassifications to deferred tax asset accounts.

REGISTRATION RIGHTS AGREEMENT

This REGISTRATION RIGHTS AGREEMENT, dated as of January 3, 2024 (this "Agreement"), is by and between Enovis Corporation, a Delaware corporation ("Enovis"), and Emil Holding II S.à r.l., a private limited liability company (*société à responsabilité limitée*) organized and existing under the laws of the Grand Duchy of Luxembourg, with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B202352 ("Emil" and together with Enovis, the "Parties").

WHEREAS, the Parties intend to enter into that certain Share Purchase Agreement related to the sale of the entire share capital of LimaCorporate S.p.A. by Enovis to Emil (the "SPA").

WHEREAS, pursuant to the SPA, Enovis intends to issue, subject to the terms of the SPA, as a portion of the purchase price for the share capital of LimaCorporate S.p.A., up to 1,942,686 shares of common stock, par value $0.001 per share, of Enovis (the "Enovis Common Stock"), to Emil.

WHEREAS, Enovis desires to grant to Emil the registration rights as set forth in this Agreement for the Registrable Securities (as defined below), subject to the terms and conditions of this Agreement; and

WHEREAS, the entry into this Agreement is a completion covenant under the SPA.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises, covenants and agreements of the Parties hereto, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

Article I

DEFINITIONS

1.1 Defined Terms. As used in this Agreement, the following terms shall have the following meanings:

"Adverse Disclosure" has the meaning set forth in Section 2.2(c).

"Affiliate" means, when used with respect to a specified Person, another Person that controls, is controlled by, or is under common control with the Person specified. As used herein, "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities or other interests, by contract or otherwise.

"Agreement" has the meaning set forth in the preamble to this Agreement.

"Business Day" means any day that is not a Saturday, Sunday or other day on which banking institutions doing business in New York, New York are authorized or obligated by law or required by executive order to be closed.

"Demand Registration" has the meaning set forth in Section 2.1(b).

"Distribution" means the issuance of the Stock Consideration to Emil in accordance with the terms of the SPA.

"Emil" has the meaning set forth in the preamble to this Agreement and shall include its successors, by merger, acquisition, reorganization or otherwise.

"Emil Group" means Emil and each Person that is a direct or indirect Subsidiary of Emil as of immediately following the Distribution, and each Person that becomes a Subsidiary of Emil after the Distribution (in each case other than any member of the Enovis Group).

"Enovis" has the meaning set forth in the preamble to this Agreement and shall include its successors, by merger, acquisition, reorganization or otherwise.

"Enovis Common Stock" has the meaning set forth in the recitals to this Agreement.

"Enovis Group" means Enovis and each Person that is a direct or indirect Subsidiary of Enovis as of immediately following the Distribution, and each Person that becomes a Subsidiary of Enovis after the Distribution (in each case other than any member of the Emil Group).

"Enovis Notice" has the meaning set forth in Section 2.1(b).

"Exchange Act" means the U.S. Securities Exchange Act of 1934, as amended, and any successor thereto, and any rules and regulations promulgated thereunder, all as the same shall be in effect from time to time.

"Final Stock Consideration" has the meaning set forth in the SPA.

"Final Stock Consideration Issuance Date" has the meaning set forth in the SPA.

"Governmental Authority" means any nation or government, any state, municipality or other political subdivision thereof, and any entity, body, agency, commission, department, board, bureau, court, tribunal or other instrumentality, whether federal, state, local, domestic, foreign or multinational, exercising executive, legislative, judicial, regulatory, administrative or other similar functions of, or pertaining to, government and any executive official thereof.

"Holder" means Emil or any of its Subsidiaries, so long as such Person holds any Registrable Securities, and any Person owning Registrable Securities who is a Permitted Transferee of rights under Section 3.3.

"Initial Stock Consideration" has the meaning set forth in the SPA.

"Initial Stock Consideration Issuance Date" has the meaning set forth in the SPA.

"Loss" or "Losses" has the meaning set forth in Section 2.4(a).

"Misstatement" has the meaning set forth in Section 2.2(a)(iv).

"Permitted Transferee" means any Transferee and any Subsequent Transferee.

"Person" means any individual, firm, limited liability company or partnership, joint venture, corporation, joint stock company, trust or unincorporated organization, incorporated or unincorporated association, government (or any department, agency or political subdivision thereof) or other entity of any kind, and shall include any successor (by merger or otherwise) of such entity.

"Prospectus" means the prospectus included in any Registration Statement, all amendments and supplements to such prospectus, including post-effective amendments, and all other material incorporated by reference in such prospectus.

"Registrable Securities" means the Stock Consideration issued to Emil under the SPA and any additional securities issued or issuable directly or indirectly with respect to, in exchange for, upon the conversion of or in replacement of such shares of Enovis Common Stock, whether by way of a dividend or distribution or stock split or in connection with a combination of shares, recapitalization, merger, consolidation, exchange or other reorganization, but only to the extent that such additional securities are "restricted securities" as defined in Rule 144 under the Securities Act. The term "Registrable Securities" excludes any security (i) the offering and Sale of which has been effectively Registered under the Securities Act

and which has been Sold in accordance with a Registration Statement or (ii) that has been Sold pursuant to Rule 144 (or any successor provision) under the Securities Act.

"Registration" means a registration with the SEC of the offer and Sale to the public of any Enovis Common Stock under the Registration Statement. The terms "Register," "Registered" and "Registering" shall have a correlative meaning.

"Registration Expenses" means all expenses incident to Enovis' performance of or compliance with this Agreement, including all (i) registration, qualification and filing fees; (ii) expenses incurred in connection with the preparation, printing and filing under the Securities Act of the Registration Statement, any Prospectus and any issuer free writing prospectus and the distribution thereof; (iii) the costs and charges of any transfer agent and any registrar; (iv) internal expenses of Enovis (including all salaries and expenses of employees of Enovis performing legal or accounting duties); and (v) fees and expenses of listing any Registrable Securities on any securities exchange on which shares of Enovis Common Stock are then listed; but excluding any internal expenses of the Holder and any stock transfer taxes.

"Registration Period" has the meaning set forth in Section 2.1(d).

"Registration Rights" means the rights of the Holders to cause Enovis to Register Registrable Securities pursuant to this Agreement.

"Registration Statement" means any registration statement of Enovis filed with, or to be filed with, the SEC under the rules and regulations promulgated under the Securities Act, including the related Prospectus, amendments and supplements to such registration statement, including post-effective amendments, and all exhibits and all material incorporated by reference in such registration statement.

"Sale" means the direct or indirect transfer, sale, assignment or other disposition of a security. The terms "Sell" and "Sold" have correlative meanings.

"SEC" means the U.S. Securities and Exchange Commission.

"Securities Act" means the U.S. Securities Act of 1933, as amended, and any successor thereto, and any rules and regulations promulgated thereunder, all as the same shall be in effect from time to time.

"SPA" has the meaning set forth in the recitals to this Agreement.

"Stock Consideration" has the meaning set forth in the SPA.

"Subsidiary" means, with respect to any Person, any corporation, limited liability company, joint venture or partnership of which such Person (i) beneficially owns, either directly or indirectly, more than fifty percent (50%) of (A) the total combined voting power of all classes of voting securities of such Person, (B) the total combined equity interests or (C) the capital or profit interests, in the case of a partnership, or (ii) otherwise has the power to vote, either directly or indirectly, sufficient securities to elect a majority of the board of directors or similar governing body.

"Transferee" has the meaning set forth in Section 3.3(b).

1.2 General Interpretive Principles. Whenever used in this Agreement, except as otherwise expressly provided or unless the context otherwise requires, any noun or pronoun shall be deemed to include the plural as well as the singular and to cover all genders. Whenever the words "include," "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation." Unless otherwise specified, the terms "hereof," "herein," "hereunder" and similar terms refer to this Agreement as a whole (including the exhibits hereto), and references herein to Articles, Sections and Exhibits refer to Articles, Sections and Exhibits of this Agreement. The word "or" shall have the inclusive meaning represented by the phrase "and/or." Except as otherwise indicated, all periods of time referred to herein shall include all Saturdays, Sundays and holidays; provided, however, that if the date to perform the act or give any notice with respect to this Agreement shall fall on a day other than a Business

Day, such act or notice may be performed or given timely if performed or given on the next succeeding Business Day. References to a Person are also to its permitted successors and assigns. The titles to Articles and headings of Sections contained in this Agreement have been inserted for convenience of reference only and shall not be deemed to be a part of or to affect the meaning or interpretation of this Agreement. The parties have participated jointly in the negotiation and drafting of this Agreement and, in the event an ambiguity or question of intent or interpretation arises, this Agreement shall be construed as jointly drafted by the parties, and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any provision of this Agreement.

202410

Article II

REGISTRATION RIGHTS

1.1 Registration.

(a) To the extent that Enovis is then able to file an "automatic shelf registration statement," on Form S-3 or otherwise has an applicable effective Registration Statement permitting sales to be made by "Selling Stockholders," Enovis will file, subject to the provisions of Section 2.2(c), no later than the fifteenth (15th) day following the Initial Stock Consideration Issuance Date (the "Initial Outside Filing Date") with respect to the Initial Stock Consideration and no later than the fifteenth (15th) day following the Final Stock Consideration Issuance Date (the "Final Outside Filing Date") with respect to the Final Stock Consideration, with the SEC a prospectus supplement pursuant to Rule 424(b)(7) of the Securities Act (each, a "Prospectus Supplement") under an effective Registration Statement for an offering to be made on a delayed or continuous basis of Enovis Common Stock pursuant to Rule 415 under the Securities Act (or similar provisions then in effect) covering the resale to the public of the Registrable Securities (a "Shelf Registration").

(b) Demand Registration. To the extent that Enovis does not have an effective "automatic shelf registration statement" on Form S-3 or otherwise does not have an applicable effective Registration Statement permitting sales to be made by "Selling Stockholders" as at the Initial Stock Consideration Issuance Date or the Final Stock Consideration Issuance Date in accordance with Section 2.1(a), any Holder(s) of Registrable Securities (collectively, the "Initiating Holder") shall have the right to request that Enovis file a Registration Statement with the SEC on the appropriate registration form for Sale pursuant to Rule 415 under the Securities Act (or similar provisions then in effect) of all or part of the Registrable Securities held by such Initiating Holder by delivering a written request to Enovis specifying the number of shares of Registrable Securities such Initiating Holder wishes to Register (a "Demand Registration"). Enovis shall (i) within five (5) days of the receipt of such request, give written notice of such Demand Registration to all Holders of Registrable Securities (the "Enovis Notice"), (ii) use its commercially reasonable efforts to prepare and file a Registration Statement as expeditiously as possible in respect of such Demand Registration and in any event within thirty (30) days of receipt of the request, and (iii) use its commercially reasonable efforts to cause such Registration Statement to become effective as expeditiously as possible. Enovis shall include in such Registration all Registrable Securities that the Holders request to be included within the ten (10) days following their receipt of the Enovis Notice.

(c) Limitations of Demand Registrations. Notwithstanding anything to the contrary in Section 2.1(b), the Demand Registration rights granted in Section 2.1(b) are subject to the following limitations: (i) Enovis shall not be required to effect more than three (3) total Demand Registrations in the aggregate during the term of this Agreement or more than one Demand Registration in any sixty (60)-day period after the effective date of a previous registration by Enovis, and (ii) the Registrable Securities requested to be Registered pursuant to Section 2.1(b) must represent (a) an aggregate offering price of Registrable Securities that is reasonably expected to equal at least $10,000,000 or (b) all of the remaining Registrable Securities owned by the requesting Holder and its Affiliates. In the event that any Person shall have received rights to Demand Registrations pursuant to Section 3.3, and such Person shall have made a Demand Registration request, such request shall be treated as having been made by the Holder(s).

(d) Effective Registration. Enovis shall be deemed to have effected a Registration for purposes of Section 2.1 if:

(i) for the purpose of Section 2.1(a), (A) in respect of the Initial Stock Consideration, an applicable Prospectus Supplement under an effective Registration Statement has been filed, including Emil as a "Selling Stockholder" and the Initial Stock Consideration for resale under such Registration Statement, and (B) in respect of the Final Stock Consideration, an applicable Prospectus Supplement under an effective Registration Statement has been filed, including Emil as a "Selling Stockholder" and the Final Stock Consideration for resale under such Registration Statement;

(ii) for the purpose of Section 2.1(b), the Registration Statement is declared effective by the SEC or becomes effective upon filing with the SEC,

and, in each case, remains effective until the earlier of (i) the date when all Registrable Securities thereunder have been Sold and (ii) ninety (90) days from the date of the Prospectus Supplement or the effective date of the Registration Statement (the "Registration Period"). If, during the Registration Period, such Registration is interfered with by any stop order, injunction or other order or requirement of the SEC or other Governmental Authority or the need to update or supplement the Prospectus Supplement or the Registration Statement, the Registration Period shall be extended on a day-for-day basis for any period the Holder is unable to complete an offering as a result of such stop order, injunction or other order or requirement of the SEC or other Governmental Authority. Any request for a Demand Registration shall count for purposes of the limitation on the number of Demand Registrations required to be effected set forth in Section 2.1(c) only if (i) all Registrable Securities requested to be Registered are, in fact, Registered, and (ii) the registration is closed or withdrawn at the request of Emil (other than as a result of a material adverse change to Enovis).

(e) SEC Form. Any Registration Statement filed by Enovis that sets forth Emil as a "Selling Stockholder" shall comply with applicable requirements of the Securities Act and, together with each Prospectus included, filed or otherwise furnished by Enovis in connection therewith, shall not contain any untrue statement of material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading.

1.2 Registration Procedures.

(a) In connection with the Registration pursuant to this Agreement, Enovis shall use commercially reasonable efforts to effect or cause the Registration and:

(i) except in the case of a Shelf Registration Statement, prepare and file the required Registration Statement required under the Securities Act to be filed therewith, and before filing with the SEC a Registration Statement or Prospectus, or any amendments or supplements thereto, (A) furnish to the Holders copies of all documents prepared to be filed, which documents shall be subject to the review and comment of such Holders and their respective counsel, and provide such Holders and their respective counsel reasonable time to review and comment thereon and (B) not file with the SEC any Registration Statement relating to the Registrable Securities or Prospectus or amendments or supplements thereto to which the Holders shall reasonably object;

(ii) except in the case of a Shelf Registration, prepare and file with the SEC such amendments and supplements to such Registration Statement and the Prospectus used in connection therewith as may be necessary to keep such Registration Statement effective and to comply with the provisions of the Securities Act with respect to the Sale of all of the shares of Registrable Securities Registered thereon until the earlier of (A) such time as all of such shares have been Sold in accordance with the intended methods of Sale set forth in such Registration Statement or (B) the expiration of 90 days after such Registration Statement becomes effective;

(iii) notify the participating Holders and (if requested) confirm such advice in writing and provide copies of the relevant documents, as soon as reasonably practicable after notice thereof is received by Enovis (A) when the applicable Registration Statement or any amendment thereto has been filed or becomes effective, when the applicable Prospectus or Prospectus Supplement or any amendment or supplement to such Prospectus or Prospectus Supplement has been filed, (B) of any written comments by the SEC or any request by the SEC or any other Governmental Authority for amendments or supplements to such Registration Statement or such Prospectus or for additional information, (C) of the

issuance by the SEC of any stop order suspending the effectiveness of such Registration Statement or any order preventing or suspending the use of any preliminary or final Prospectus, any Prospectus Supplement or the initiation or threatening of any proceedings for such purposes, and (D) of the receipt by Enovis of any notification with respect to the suspension of the qualification of the Registrable Securities for offering or Sale in any jurisdiction or the initiation or threatening of any proceeding for such purpose;

(iv) promptly notify each selling Holder when Enovis becomes aware of the occurrence of any event as a result of which the applicable Registration Statement, the Prospectus included in such Registration Statement (as then in effect), the Prospectus Supplement contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein (in the case of such Prospectus and, preliminary Prospectus or such Prospectus Supplement, in light of the circumstances under which they were made) not misleading (each a "Misstatement") or, if for any other reason it shall be necessary during such time period to amend or supplement such Registration Statement, Prospectus, Prospectus Supplement in order to comply with the Securities Act and, in either case as promptly as reasonably practicable thereafter, prepare and file with the SEC, and furnish without charge to the selling Holder an amendment or supplement to such Registration Statement, Prospectus, Prospectus Supplement that will correct such statement or omission or effect such compliance;

(v) use its commercially reasonable efforts to prevent or obtain the withdrawal of any stop order or other order suspending the use of any preliminary or final Prospectus or Prospectus Supplement;

(vi) promptly incorporate in a Prospectus supplement or post-effective amendment such information as the Holders may reasonably request in order to permit the intended method of distribution of the Registrable Securities; and make all required filings of such Prospectus supplement or post-effective amendment as soon as reasonably practicable after being notified of the matters to be incorporated in such Prospectus supplement or post-effective amendment;

(vii) furnish to each selling Holder, without charge, as many conformed copies as such Holder may reasonably request of the applicable Registration Statement and any amendment or post-effective amendment thereto, including financial statements and schedules, all documents incorporated therein by reference and all exhibits (including those incorporated by reference);

(viii) deliver to each selling Holder, without charge, as many copies of the applicable Prospectus (including each preliminary Prospectus) or Prospectus Supplement and any amendment or supplement thereto as such Holder may reasonably request (it being understood that Enovis consents to the use of such Prospectus or Prospectus Supplement or any amendment or supplement thereto by each selling Holder in connection with the offering and Sale of the Registrable Securities covered by such Prospectus or Prospectus Supplement or any amendment or supplement thereto) and such other documents as such selling Holder may reasonably request in order to facilitate the Sale of the Registrable Securities by such Holder;

(ix) in connection with any Sale of Registrable Securities that will result in such securities no longer being Registrable Securities, cooperate with each participating Holder to facilitate the timely preparation and delivery of certificates representing Registrable Securities to be Sold and not bearing any restrictive Securities Act legends; and to register such Registrable Securities in such denominations and such names as such selling Holder may request in connection with such Sale; provided that Enovis may satisfy its obligations hereunder without issuing physical stock certificates through the use of the Depository Trust Company's Direct Registration System;

(x) except in the case of a Shelf Registration, provide (A) each Holder participating in the Registration and (B) any attorney, accountant or other agent or representative retained by such Holder the opportunity to participate in the preparation of such Registration Statement, each Prospectus included therein or filed with the SEC, and each amendment or supplement thereto, and to request the insertion therein of material, furnished to Enovis in writing, which in the reasonable judgment of such Holder(s) and their counsel should be included, which request Enovis shall consider in good faith;

(xi) take all other customary steps reasonably necessary to effect the Registration of the Registrable Securities.

(b) As a condition precedent to any Registration hereunder, Enovis may require each Holder as to which any Registration is being effected to furnish to Enovis such information regarding the distribution of such securities and such other information relating to such Holder, its ownership of Registrable Securities and other matters as Enovis may from time to time reasonably request in writing. Each such Holder agrees to furnish such information to Enovis and to cooperate with Enovis as reasonably necessary to enable Enovis to comply with the provisions of this Agreement.

(c) Upon receipt of written notice from Enovis that a Registration Statement, Prospectus or Prospectus Supplement contains a Misstatement or that any event of the kind described in Section 2.2(a)(iv) has occurred, each of the Holders shall forthwith discontinue disposition of Registrable Securities until it has received copies of a supplemented or amended prospectus correcting the Misstatement (it being understood that Enovis hereby covenants to prepare and file such supplement or amendment as soon as practicable after the time of such notice), or until it is advised in writing by Enovis that the use of the prospectus may be resumed. If the filing, initial effectiveness or continued use of a Registration Statement in respect of any Registration at any time would require Enovis to make an Adverse Disclosure or would require the inclusion in such Registration the statement of financial statements that are reasonably unavailable to Enovis, Enovis may, upon giving prompt written notice of such action to the Holders, delay the filing or initial effectiveness of, or suspend use of, such Registration Statement for the shortest period of time determined in good faith by Enovis to be practical for such purpose. In the event Enovis exercises its rights under the preceding sentence, the Holders agree to suspend, immediately upon their receipt of the notice referred to above, their use of the applicable Prospectus or Prospectus Supplement relating to any Registration in connection with any sale or offer to sell Registrable Securities. Enovis shall immediately notify the Holders of the expiration of any period during which it exercised its rights under this Section 2.2(c). "Adverse Disclosure" shall mean any public disclosure of material non-public information, which disclosure, in the good faith judgment of the Chief Executive Officer or principal financial officer of Enovis, after consultation with counsel to Enovis, (i) would be required to be made in any Registration Statement or prospectus in order for the applicable Registration Statement or prospectus not to contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements contained therein (in the case of any prospectus and any preliminary prospectus, in the light of the circumstances under which they were made) not misleading, (ii) would not be required to be made at such time if the Registration Statement were not being filed or used, and (iii) Enovis has a bona fide business purpose for not making such information public.

1.3 Registration Expenses Paid By Enovis. In the case of any Registration of Registrable Securities required pursuant to this Agreement (including any Registration that is delayed or withdrawn), Enovis shall pay all Registration Expenses regardless of whether the Registration Statement becomes effective.

1.4 Indemnification.

(a) Indemnification by Enovis. Enovis agrees to indemnify and hold harmless, to the full extent permitted by law, each Holder, such Holder's Affiliates and their respective officers, directors, employees, advisors, and agents and each Person who controls (within the meaning of the Securities Act or the Exchange Act) such Persons from and against any and all losses, claims, damages, liabilities (or actions in respect thereof, whether or not such indemnified party is a party thereto) and expenses, joint or several (including reasonable costs of investigation and legal expenses) (each, a "Loss" and collectively "Losses") arising out of or based upon (i) any untrue or alleged untrue statement of a material fact contained in any Registration Statement under which the Sale of such Registrable Securities was Registered under the Securities Act or (ii) any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein (in the case of a Prospectus, preliminary Prospectus or Prospectus Supplement, in light of the circumstances under which they were made) not misleading; provided, however, that Enovis shall not be liable to any particular indemnified party in any such case to the extent that any such Loss arises out of or is based upon an untrue statement or alleged untrue statement or omission or alleged omission made in any such Registration Statement in reliance upon and in conformity with written information furnished to Enovis by such indemnified party expressly for use in the preparation thereof. This indemnity shall be in addition to any liability Enovis

may otherwise have. Such indemnity shall remain in full force and effect regardless of any investigation made by or on behalf of such Holder or any indemnified party and shall survive the transfer of such securities by such Holder.

(b) Indemnification by the Selling Holder. Each selling Holder agrees (severally and not jointly) to indemnify and hold harmless, to the full extent permitted by law, Enovis, its directors, officers, employees, advisors, and agents and each Person who controls Enovis (within the meaning of the Securities Act and the Exchange Act) from and against any Losses arising out of or based upon (i) any untrue or alleged untrue statement of a material fact contained in any Registration Statement under which the Sale of such Registrable Securities was Registered under the Securities Act or (ii) any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein (in the case of a Prospectus, preliminary Prospectus or Prospectus Supplement, in light of the circumstances under which they were made) not misleading to the extent, but, in each case (i) or (ii), only to the extent, that such untrue statement or omission is contained in any information furnished in writing by such selling Holder to Enovis specifically for inclusion in such Registration Statement, Prospectus, preliminary Prospectus or Prospectus Supplement. In no event shall the liability of any selling Holder hereunder be greater in amount than the dollar amount of the net proceeds received by such Holder under the Sale of the Registrable Securities giving rise to such indemnification obligation. This indemnity shall be in addition to any liability the selling Holder may otherwise have. Such indemnity shall remain in full force and effect regardless of any investigation made by or on behalf of Enovis or any indemnified party.

(c) Conduct of Indemnification Proceedings. Any Person entitled to indemnification hereunder will (i) give prompt written notice to the indemnifying party of any claim with respect to which it seeks indemnification (provided that any delay or failure to so notify the indemnifying party shall relieve the indemnifying party of its obligations hereunder only to the extent that it is materially prejudiced by reason of such delay or failure) and (ii) permit such indemnifying party to assume the defense of such claim with counsel reasonably satisfactory to the indemnified party; provided, however, that any Person entitled to indemnification hereunder shall have the right to select and employ separate counsel and to participate in the defense of such claim, but the fees and expenses of such counsel shall be at the expense of such Person unless (i) the indemnifying party has agreed in writing to pay such fees or expenses, (ii) the indemnifying party shall have failed to assume the defense of such claim within a reasonable time after receipt of notice of such claim from the Person entitled to indemnification hereunder, or (iii) in the reasonable judgment of any such Person, based upon advice of its counsel, a conflict of interest may exist between such Person and the indemnifying party with respect to such claims (in which case, if the Person notifies the indemnifying party in writing that such Person elects to employ separate counsel at the expense of the indemnifying party, the indemnifying party shall not have the right to assume the defense of such claim on behalf of such Person). If such defense is not assumed by the indemnifying party, the indemnifying party will not be subject to any liability for any settlement made without its consent, but such consent may not be unreasonably withheld, conditioned or delayed. If the indemnifying party assumes the defense, the indemnifying party shall not have the right to settle such action without the consent of the indemnified party, which consent may not be unreasonably withheld, conditioned or delayed. No indemnifying party shall consent to entry of any judgment or enter into any settlement that does not include as an unconditional term thereof the giving by the claimant or plaintiff to such indemnified party of an unconditional release from all liability in respect to such claim or litigation. It is understood that the indemnifying party or parties shall not, in connection with any proceeding or related proceedings in the same jurisdiction, be liable for the reasonable fees, disbursements and other charges of more than one separate firm admitted to practice in such jurisdiction at any one time from all such indemnified party or parties unless (x) the employment of more than one counsel has been authorized in writing by the indemnified party or parties or (y) a conflict or potential conflict exists or may exist (based on advice of counsel to an indemnified party) between such indemnified party and the other indemnified parties, in each of which cases the indemnifying party shall be obligated to pay the reasonable fees and expenses of such additional counsel or counsels.

(d) Contribution. If for any reason the indemnification provided for in Section 2.4(a) or Section 2.4(b) is unavailable to an indemnified party or insufficient to hold it harmless as contemplated by Section 2.4(a) or Section 2.4(b), then the indemnifying party shall contribute to the amount paid or payable by the indemnified party as a result of such Loss in such proportion as is appropriate to reflect the

relative fault of the indemnifying party on the one hand and the indemnified party on the other hand. The relative fault shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or the omission or alleged omission to state a material fact relates to information supplied by the indemnifying party or the indemnified party and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such untrue statement or omission. Notwithstanding anything in this Section 2.4(d) to the contrary, no indemnifying party (other than Enovis) shall be required pursuant to this Section 2.4(d) to contribute any amount in excess of the amount by which the net proceeds received by such indemnifying party from the Sale of Registrable Securities in the offering to which the Losses of the indemnified parties relate (before deducting expenses, if any) exceeds the amount of any damages which such indemnifying party has otherwise been required to pay by reason of such untrue statement or omission. The parties hereto agree that it would not be just and equitable if contribution pursuant to this Section 2.4(d) were determined by pro rata allocation or by any other method of allocation that does not take account of the equitable considerations referred to in this Section 2.4(d). No person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any Person who was not guilty of such fraudulent misrepresentation. The amount paid or payable by an indemnified party hereunder shall be deemed to include, for purposes of this Section 2.4(d), any legal or other expenses reasonably incurred by such indemnified party in connection with investigating, preparing to defend or defending against or appearing as a third party witness in respect of, or otherwise incurred in connection with, any such loss, claim, damage, expense, liability, action, investigation or proceeding. If indemnification is available under this Section 2.4, the indemnifying parties shall indemnify each indemnified party to the full extent provided in Section 2.4(a) and Section 2.4(b) hereof without regard to the relative fault of said indemnifying parties or indemnified party.

1.5 Rule 144.

(a) Reporting Requirements. Until the expiration or termination of this Agreement in accordance with its terms, Enovis shall use its commercially reasonable efforts to remain in compliance with the periodic filing requirements imposed under the SEC's rules and regulations, including the Exchange Act, and any other applicable laws or rules, and to timely file such information, documents and reports as the SEC may require or prescribe under Section 13 or 15(d) (whichever is applicable) of the Exchange Act. If Enovis is not required to file such reports, it will, upon the request of any Holder, make publicly available such necessary information for so long as necessary to permit Sales pursuant to Rule 144 under the Securities Act, and it will take such further action as any Holder may reasonably request, all to the extent required from time to time to enable such Holder to Sell Registrable Securities without Registration under the Securities Act within the limitation of the exemptions provided by (a) Rule 144 under the Securities Act, as such Rule may be amended from time to time, or (b) any rule or regulation hereafter adopted by the SEC.

(b) Legend Removal. If the Registrable Securities are eligible to be Sold without restriction under, and without Enovis being in compliance with the current public information requirements of, Rule 144 under the Securities Act, then at the Holder's written request, the Company will use its commercially reasonable efforts to cause the Company's transfer agent to remove any restrictive legend set forth on such Registrable Securities, subject to compliance by the Holder with the reasonable and customary procedures for such removal required by Enovis or its transfer agent.

Article III

MISCELLANEOUS

1.1 Term. This Agreement shall terminate on the earlier of (a) the second anniversary of the Initial Stock Consideration Issuance Date and (b) upon such time as there are no Registrable Securities, except for the provisions of Section 2.4 and all of this Article III, which shall survive any such termination.

1.2 Notices. All notices, requests, claims, demands and other communications under this Agreement shall be in English, shall be in writing and shall be given or made (and shall be deemed to have been duly given or made upon receipt) by delivery in person, by overnight courier service or by email (followed by

20241015028088

delivery of an original via overnight courier service) to the respective parties at the following addresses (or at such other address for a party as shall be specified in a notice given in accordance with this Section 3.2):

To Emil:

Emil Holding II S.à r.l.
51A, Boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg
Attention of: Board managers
E-mail: aiste.ramanauskaite@eqtfunds.com, christiaan.snyders@eqtfunds.com, valentina.dalpiaz@eqtfunds.com, paolo.pocaterra@eqtfunds.com

with copy to:
Latham & Watkins LLP
Corso Matteotti, 22
Milano 20121
Italy
Attention of: Cataldo Piccarreta
E-mail: Cataldo.Piccarreta@lw.com

To Enovis:

Enovis Corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808
Attn: General Counsel
Facsimile: (301) 323-9001
E-mail: brad.tandy@enovis.com

with copy to:
Hogan Lovells US LLP
100 International Drive, Suite 2000
Baltimore, MD 21208
Attention of: William Intner
E-mail: william.intner@hoganlovells.com

1.3 Successors, Assigns and Transferees.

(a) The provisions of this Agreement and the obligations and rights hereunder shall be binding upon, inure to the benefit of and be enforceable by (and against) the parties and their respective successors and permitted assigns. Enovis may assign this Agreement at any time in connection with a Sale or acquisition of Enovis, whether by merger, consolidation, Sale of all or substantially all of Enovis's assets, or similar transaction, without the consent of the Holders; provided that the successor or acquiring Person agrees in writing to assume all of Enovis' rights and obligations under this Agreement. Emil may assign this Agreement only in conjunction with and to the extent of any transfer of Registrable Securities by Emil to any member of the Emil Group or at any time in connection with a sale or acquisition of Emil, whether by merger, consolidation, sale of all or substantially all of Emil's assets, or similar transaction.

(b) This Agreement and the rights, duties and obligations of the Holders hereunder may not be freely assigned or delegated by such Holder except in conjunction with and to the extent of any transfer of all of the Registrable Securities held by any such Holder to a single third-party, provided that there is no Prospectus or Prospectus Supplement covering such transfer, and provided further that such transferee (a "Transferee") shall only be admitted as a party hereunder and assume such Holder's rights and obligations under this Agreement upon its, his or her execution and delivery of a joinder agreement in the form attached hereto as Exhibit A and delivery of the same to Enovis; whereupon such Person will be treated for all purposes of this Agreement, with the same rights, benefits and obligations hereunder as

such Holder with respect to the transferred Registrable Securities. This Agreement and the provisions hereof shall be binding upon and shall inure to the benefit of each of the parties, to the permitted assigns of the Holders or of any permitted assignee of the Holders. This Agreement is not intended to confer any rights or benefits on any persons that are not party hereto other than as expressly set forth in Section 2.4 and this Section 3.3. No assignment by any party hereto of such party's rights, duties and obligations hereunder shall be binding upon or obligate Enovis unless and until Enovis shall have received (i) written notice of such assignment and (ii) the written agreement of the assignee, in the form attached hereto as Exhibit A, to be bound by the terms and provisions of this Agreement. Any transfer or assignment made other than as provided in this Section 3.3 shall be null and void.

1.4 GOVERNING LAW; NO JURY TRIAL.

This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to any choice of law or conflict of law, provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the law of any jurisdiction other than the State of Delaware. Each party hereto (a) irrevocably consents to the service of the summons and complaint and any other process in any action or proceeding relating to the transactions contemplated by this Agreement, for and on behalf of itself or any of its properties or assets, in accordance with this Section 3.4 or in such other manner as may be permitted by applicable law, that such process may be served in the manner of giving notices in Section 3.2 and that nothing in this Section 3.4 shall affect the right of any party to serve legal process in any other manner permitted by applicable Law, (b) irrevocably and unconditionally consents and submits itself and its properties and assets in any action or proceeding to the exclusive general jurisdiction of the Court of Chancery of the State of Delaware (the "Chancery Court") and any state appellate court therefrom located within the State of Delaware (or, only if the Chancery Court declines to accept jurisdiction over a particular matter, any state or federal court within the State of Delaware) in the event any dispute or controversy arises out of this Agreement or the transactions contemplated hereby, or for recognition and enforcement of any order in respect thereof, (c) agrees that it will not attempt to deny or defeat such personal jurisdiction by motion or other request for leave from any such court, (d) agrees that any actions or proceedings arising in connection with this Agreement or the transactions contemplated hereby shall be brought, tried and determined only in the Chancery Court and any state appellate court therefrom located within the State of Delaware (or, only if the Chancery Court declines to accept jurisdiction over a particular matter, any state or federal court within the State of Delaware), (e) waives any objection that it may now or hereafter have to the venue of any such action or proceeding in any such court or that such action or proceeding was brought in an inconvenient court and agrees not to plead or claim the same, and (f) agrees that it will not bring any action or proceeding relating to this Agreement or the transactions contemplated hereby in any court other than the aforesaid courts. Each party hereto agrees that a final order in any action or proceeding in such courts as provided above shall be conclusive and may be enforced in other jurisdictions by suit on the order or in any other manner provided by applicable law.

1.5 Specific Performance. In the event of any actual or threatened default in, or breach of, any of the terms, conditions and provisions of this Agreement, the parties agree that the party or parties to this Agreement who are or are to be thereby aggrieved shall, subject and pursuant to the terms of this Section 3.5, have the right to specific performance and injunctive or other equitable relief of its or their rights under this Agreement, in addition to any and all other rights and remedies at law or in equity, and all such rights and remedies shall be cumulative. The parties agree that the remedies at law for any breach or threatened breach of this Agreement, including monetary damages, are inadequate compensation for any loss, that any defense in any action for specific performance that a remedy at law would be adequate is hereby waived, and that any requirements for the securing or posting of any bond with such remedy are hereby waived.

1.6 Headings. The article, section and paragraph headings contained in this Agreement are inserted for the convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement.

1.7 Severability. In the event any one or more of the provisions contained in this Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and therein shall not in any way be affected or impaired thereby.

The parties shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions, the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

20220150380

1.8 Amendment; Waiver.

(a) This Agreement may not be amended or modified and waivers and consents to departures from the provisions hereof may not be given, except by an instrument or instruments in writing making specific reference to this Agreement and signed by Enovis and the Holders of a majority of the Registrable Securities.

(b) No failure to exercise and no delay in exercising, on the part of any party, any right, remedy, power or privilege hereunder shall operate as a waiver hereof or thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder or thereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege.

1.9 Registrations, Exchanges, etc. Notwithstanding anything to the contrary that may be contained in this Agreement, the provisions of this Agreement shall apply to the full extent set forth herein with respect to (a) any shares of Enovis Common Stock, now or hereafter authorized to be issued, (b) any and all securities of Enovis into which the shares of Enovis Common Stock are converted, exchanged or substituted in any recapitalization or other capital reorganization by Enovis and (c) any and all securities of any kind whatsoever of Enovis or any successor or permitted assign of Enovis (whether by merger, consolidation, Sale of assets or otherwise) which may be issued on or after the date hereof, in each case in respect of, in conversion of, in exchange for or in substitution of, Registrable Securities, except to the extent that such securities are not "restricted securities" as defined in Rule 144 under the Securities Act.

1.10 Further Assurances. In addition to and without limiting the actions specifically provided for elsewhere in this Agreement and subject to the limitations expressly set forth in this Agreement each of the parties shall cooperate with each other and use (and shall cause its respective Subsidiaries and Affiliates to use) commercially reasonable efforts to take, or to cause to be taken, all actions, and to do, or to cause to be done, all things reasonably necessary on its part under applicable law or contractual obligations to consummate and make effective the transactions contemplated by this Agreement.

1.11 Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party.

Execution of this Agreement or any other documents pursuant to this Agreement by facsimile or other electronic copy of a signature shall be deemed to be, and shall have the same effect as if, executed by an original signature.

[*The remainder of page intentionally left blank. Signature page follows.*]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first written above.

EMIL HOLDING II S.À R.L.

REPRESENTED BY EQT
LUXEMBOURG
MANAGEMENT S.A.R.L.

By: /s/ Aiste Ramanauskaite
Name: Aiste Ramanauskaite
Title: Manager

By: /s/ Valentina Dalpiaz
Name:
Title: Manager

ENOVIS CORPORATION

By: /s/ Daniel A. Pryor
Name: Daniel A. Pryor
Title: Executive Vice President

DocuSign Envelope ID: 0182C810

EXHIBIT A

Form of Agreement to be Bound

THIS INSTRUMENT forms part of the Registration Rights Agreement (the "Agreement"), dated as of January 3, 2024, by and between Emil Holding II S.à r.l., a private limited liability company (*société à responsabilité limitée*) organized and existing under the laws of the Grand Duchy of Luxembourg, with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B202352 ("Emil"), and Enovis Corporation, a Delaware corporation ("Enovis"). The undersigned hereby acknowledges having received a copy of the Agreement and having read the Agreement in its entirety, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, hereby agrees that the terms and conditions of the Agreement binding upon and inuring to the benefit of Emil shall be binding upon and inure to the benefit of the undersigned and its successors and permitted assigns as if it were an original party to the Agreement.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this day of [•].

_____
(Signature of Transferee)

_____
Print Name

Exhibit 21.1

Enovis Corporation
Subsidiaries of the Registrant

Entity Name	Domestic Jurisdiction	Country
360 EPPA Pty Ltd	Australia	Australia
360 Hip Systems Pty Limited	Australia	Australia
360 Knee Systems (NZ) Limited	New Zealand	New Zealand
360 Knee Systems Pty Ltd	Australia	Australia
360 Med Care Pty Ltd	Australia	Australia
Aevumed, Inc.	Delaware	United States
Athena Finance Limited	Barbados	Barbados
BrainScope Company, Inc.	Delaware	United States
Cefar-Compex Medical AB	Sweden	Sweden
Chattanooga Europe, B.V.	Belgium	Belgium
Colfax (Wuxi) Pump Company Limited	China	China
Colfax Group GmbH	Germany	Germany
CONSENSUS ORTHOPEDICS, INC.	California	United States
DJ Orthopedics de Mexico, S.A. de C.V.	Mexico	Mexico
DJ Orthopedics Services, SA de CV	Mexico	Mexico
DJO Asia-Pacific Ltd.	Hong Kong	Hong Kong
DJO Benelux B.V.	Belgium	Belgium
DJO BRASIL LTDA.	Brazil	Brazil
DJO Canada Inc.	Ontario	Canada
DJO Consumer, LLC	Delaware	United States
DJO FINANCE LLC	Delaware	United States
DJO France S.A.S.	France	France
DJO Global India Healthcare Private Limited	India	India
DJO Global Pty Ltd	Australia	Australia
DJO Global Switzerland SARL	Switzerland	Switzerland
DJO Global, Inc.	Delaware	United States
DJO Iberica Productos Ortopedicos S.L.	Spain	Spain
DJO Italia SRL	Italy	Italy
DJO Medical Device Trading (Shanghai) Ltd.	China	China
DJO Nordic Aktiebolag	Sweden	Sweden
DJO Tunisie SARL	Tunisia	Tunisia
DJO UK Ltd.	England and Wales	United Kingdom
DJO, LLC	Delaware	United States
Elastic Therapy, LLC	North Carolina	United States
Empi, Inc.	Minnesota	United States
Encore Medical GP, LLC	Nevada	United States
Encore Medical Partners, LLC	Nevada	United States
Encore Medical, L.P.	Delaware	United States
ENOVIS ATHENA GMBH	Switzerland	Switzerland
Enovis Athena Limited	Bermuda	Bermuda
Enovis Corporation	Delaware	United States
ENOVIS SERVICES KFT.	Hungary	Hungary
ENOVIS SERVICES, UNIPESSOAL LDA	Lisbon	Portugal
Enovis South Africa (Pty) Ltd.	South Africa	South Africa
Green Sun Holdings, LLC	Colorado	United States
HT Vet Ltd	Israel	Israel
Insight Medical Systems, Inc.	Delaware	United States
KICO Knee Innovation Company Pty Limited	Australia	Australia

Labindia Liteforce Private Limited	India	India
Lima Austria GmbH	Austria	Austria
Lima Belgium Bvba	Belgium	Belgium
LimaCorporate SpA	Italy	Italy
Lima CZ s.r.o.	Czech Republic	Czech Republic
Lima Denmark Aps	Denmark	Denmark
Lima Deutschland GmbH	Germany	Germany
Lima do Brasil Ltda	Brazil	Brazil
Lima France SaS	France	France
Lima Implantes Portugal S.U. LDA	Portugal	Portugal
Lima Implantes Slu	Spain	Spain
Lima Japan KK	Japan	Japan
Lima Korea Co., Ltd	Korea, republic of	Korea, republic of
Lima Netherlands BV	Netherlands	Netherlands
Lima O.I. d.o.o. Ortopedija	Croatia	Croatia
Lima Orthopaedics Australia Pty Ltd	Australia	Australia
Lima Orthopaedics New Zealand Pty Ltd	New Zealand	New Zealand
Lima Orthopaedics South Africa Pty Ltd	South Africa	South Africa
Lima Orthopaedics UK Ltd	United Kingdon	United Kingdom
Lima Polska SP Zoo	Poland	Poland
Lima SK S.r.o.	Slovakia	Slovakia
Lima Sweden S.r.o.	Sweden	Sweden
Lima Switzerland SA	Switzerland	Switzerland
Lima USA Inc.	Indiana	United States
Lima SM S.p.A.	San Marino	San Marino
Lima (Beijing) Medical Devices Co.	China	China
Lima Orthopaedics Canada Inc.	Canada	Canada
Litecure Asia Limited	*Hong Kong*	*Hong Kong*
LiteCure LLC	Delaware	United States
Litecure, LLC (Shanghai)	China	China
LT Technology Ltd	China	China
Mathys (Schweiz) GmbH	Switzerland	Switzerland
Mathys AG Bettlach	Switzerland	Switzerland
Mathys KK	Japan	Japan
Mathys Ltd.	New Zealand	New Zealand
Mathys Orthopaedics Belux NV	Belgium	Belgium
Mathys Orthopaedics BV	Netherlands	Netherlands
Mathys Orthopaedics Limited	England and Wales	United Kingdom
Mathys Orthopaedics Pty Limited	Australia	Australia
Mathys Orthopaedie GmbH	Germany	Germany
Mathys Orthopaedie GmbH	Austria	Austria
Mathys Orthopedie SAS	France	France
Mathys Ortopedia Srl	Italy	Italy
Medireha GmbH Produkte für die medizinische Rehabilitation	Germany	Germany
MEDSHAPE, INC.	Delaware	United States
Mo Milling Pty Ltd	Australia	Australia
Motion Parent, Inc.	Delaware	United States
MT Central Finance SARL	Switzerland	Switzerland
NANOSPECTRA BIOSCIENCES INC.	Delaware	United States
NOVASTEP INC.	Delaware	United States
NOVASTEP SAS	France	France
Ormed GmbH	Germany	Germany
Ortho Pros Express, Inc.	North Carolina	United States
Orthomed Medizintechnik GmbH	Austria	Austria

ORTHOPY HEALTH GMBH	Hamburg	Germany
PRECISION AI PTY LTD	Queensland	Australia
Quantum Ops, Inc.	Delaware	United States
Rikco International, LLC	Wisconsin	United States
Speetec Implantate AG	Switzerland	Switzerland
Speetec Implantate GmbH	Germany	Germany
Surgi-Care, Inc.	Massachusetts	United States
Trilliant Surgical, LLC	Texas	United States

(22-2015812

Consent of Independent Registered Public Accounting Firm

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

(1) Registration Statement (Form S-8 No. 333-150710) pertaining to the Company's 2008 Omnibus Incentive Plan,
(2) Registration Statement (Form S-8 No. 333-173883) pertaining to the Company's 401(K) Savings Plan Plus,
(3) Registration Statement (Form S-8 No. 333-183115) pertaining to the Company's 2008 Omnibus Incentive Plan, as amended and restated April 2, 2012,
(4) Registration Statement (Form S-8 No. 333-211357) pertaining to the Company's 2016 Omnibus Incentive Plan,
(5) Registration Statement (Form S-8 No. 333-238564) pertaining to the Company's 2020 Omnibus Incentive Plan,
(6) Registration Statement (Form S-8 No. 333-266526) pertaining to the Company's 2020 Omnibus Incentive Plan, as amended June 7, 2022, and
(7) Registration Statement (Form S-8 No. 333-272340) pertaining to the Company's 2023 Non-Qualified Stock Purchase Plan

of our reports dated February 22, 2024, with respect to the consolidated financial statements and schedule of Enovis Corporation and the effectiveness of internal control over financial reporting of Enovis Corporation included in this Annual Report (Form 10-K) of Enovis Corporation for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
February 22, 2024

Exhibit 31.1

CERTIFICATIONS

I, Matthew L. Trerotola, certify that:

1. I have reviewed this annual report on Form 10-K of Enovis 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.

Dated: February 22, 2024

/s/ Matthew L. Trerotola

Matthew L. Trerotola
Chair of the Board, Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Phillip B. Berry, certify that:

202410150281 3

1. I have reviewed this annual report on Form 10-K of Enovis 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.

Dated: February 22, 2024

/s/ Phillip B. Berry

Phillip B. Berry
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

I, Matthew L. Trerotola, as President and Chief Executive Officer of Enovis Corporation (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the annual report on Form 10-K of the Company for the period ended December 31, 2023 (the "Report"), filed with the U.S. Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2024

/s/ Matthew L. Trerotola

Matthew L. Trerotola
Chair of the Board, Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

20241015002814

I, Phillip B. Berry, as Senior Vice President and Chief Financial Officer of Enovis Corporation (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the annual report on Form 10-K of the Company for the period ended December 31, 2023 (the "Report"), filed with the U.S. Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2024

/s/ Phillip B. Berry

Phillip B. Berry
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

ENOVIS CORPORATION POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

Enovis Corporation (the "***Company***") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the "***Policy***"), effective as of September 20, 2023 (the "***Effective Date***"). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11.

1. Persons Subject to Policy

This Policy shall apply to current and former Officers of the Company.

2. Compensation Subject to Policy

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is "received" shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is "received" in the Company's fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

3. Recovery of Compensation

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person's right to voluntarily terminate employment for "good reason," or due to a "constructive termination" (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

4. Manner of Recovery; Limitation on Duplicative Recovery

The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation, Erroneously Awarded Compensation or solely time-vesting equity awards, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited

to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

5. **Administration**

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the "***Board***") may revest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

6. **Interpretation**

This Policy shall be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

7. **No Indemnification; No Liability**

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

8. **Application; Enforceability**

Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the "***Other Recovery Arrangements***"). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company.

9. **Severability**

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent

permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. Amendment and Termination

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association.

11. Definitions

"***Applicable Rules***" means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed.

"***Committee***" means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board.

"***Erroneously Awarded Compensation***" means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

"***Exchange Act***" means the Securities Exchange Act of 1934, as amended.

"***Financial Reporting Measure***" means any measure determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non-GAAP/IFRS financial measures, as well as stock or share price and total equityholder return.

"***GAAP***" means United States generally accepted accounting principles.

"***IFRS***" means international financial reporting standards as adopted by the International Accounting Standards Board.

"***Impracticable***" means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company has (i) made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company's home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii)

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

"***Incentive-Based Compensation***" means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after such person began service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the Company has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

"***Officer***" means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

"***Restatement***" means an accounting restatement to correct the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"***Three-Year Period***" means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The "Three-Year Period" also includes any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.