

REFINITIV

DELTA REPORT

10-K

ATI - ATI INC

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	2951
CHANGES	467
DELETIONS	913
ADDITIONS	1571

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

FORM 10-K

(Mark One)

☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2022** **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 1-12001

ATI Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

2021 McKinney Avenue

Dallas, Texas

(Address of principal executive offices)

25-1792394

(I.R.S. Employer

Identification Number)

75201

(Zip Code)

Registrant's telephone number, including area code: (800) 289-7454

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.10	ATI	New York Stock Exchange

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

Indicate by check mark whether the Registrant is 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, and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

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

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

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

On **February 3, 2023** **February 2, 2024**, the Registrant had outstanding **128,611,280** **127,781,255** shares of its Common Stock.

The aggregate market value of the Registrant's voting stock held by non-affiliates at **June 30, 2022** **July 2, 2023** was approximately **\$3.0 billion** **\$5.7 billion**, based on the closing price per share of Common Stock on **June 30, 2022** **June 30, 2023** of **\$22.71** **\$44.23** as reported on the New York Stock Exchange. Shares of Common Stock known by the Registrant to be beneficially owned by directors and officers of the Registrant subject to the reporting and other requirements of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are not included in the computation. The Registrant, however, has made no determination that such persons are "affiliates" within the meaning of Rule 12b-2 under the Exchange Act.

Documents Incorporated By Reference

Selected portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on **May 11, 2023** **May 16, 2024** are incorporated by reference into Part III of this Report.

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SIGNATURES

PART I

Item 1. Business

The Company

ATI Inc. is a Delaware corporation with its corporate headquarters located at 2021 McKinney Avenue, Suite 1100, Dallas, TX 75201, telephone number (800) 289-7454, Internet website address www.atimaterials.com. Our Internet website and content contained therein or connected thereto are not intended to incorporate into this Annual Report on Form 10-K. References to "ATI," the "Company," "the Registrant," "we," "our" and "us" and similar terms mean ATI Inc. and its subsidiaries, unless the context otherwise requires.

When used in this Annual Report on Form 10-K, unless the context otherwise requires or unless otherwise specified, any reference to "year" is to the Company's fiscal year. The Company follows a 4-4-5 or 5-4-4 fiscal calendar, whereby each fiscal quarter consists of thirteen weeks grouped into two four-week months and one five-week month, and its fiscal year ends on the Sunday closest to December 31. Fiscal years 2023, 2022 and 2021 ended on December 31, 2023, January 1, 2023 and January 2, 2022, respectively. All fiscal years presented include 52 weeks of operations. The dates for prior fiscal years have been revised to more precisely reflect the exact day of the year end periods for these fiscal years given our 4-4-5 or 5-4-4 calendar.

Our Business

ATI produces specialty materials, highly differentiated by our materials science expertise and advanced process technologies. Our mission is to solve the world's challenges through materials science. Our core markets of aerospace & defense represent nearly 50% 60% of total sales, led by products for jet engines. Additionally, we have a strong presence in the

energy markets, including specialty energy, oil & gas and downstream processing, as well as the medical and electronics markets. In aggregate, these markets represent nearly 70% almost 85% of our revenue.

We operate in two business segments: High Performance Materials & Components (HPMC) and Advanced Alloys & Solutions (AA&S). The HPMC segment's primary focus is on maximizing aero-engine materials and components growth, with approximately 80% 85% of its revenue derived from the aerospace & defense markets, including approximately nearly 60% of its revenue from products for commercial jet engines. Commercial aerospace products have been the main source of sales and EBITDA growth for HPMC over the last several years, and are expected to continue to drive HPMC and overall ATI results as demand from these markets recovers from reduced 2020 levels resulting from in the COVID-19 pandemic. future. Other major HPMC end markets include medical and energy. HPMC produces a wide range of high performance materials, components, and advanced metallic powder alloys. These are made from nickel-based alloys and superalloys, titanium and titanium-based alloys, and a variety of other specialty materials. Capabilities range from cast/wrought and powder alloy development to final production of highly engineered finished components, including those used for next-generation jet engine forgings and 3D-printed aerospace products.

The AA&S segment is focused on delivering high-value flat products primarily to the energy, aerospace, and defense end-markets, which comprise over 50% 60% of its revenue. Other important end markets for AA&S include automotive electronics, medical and electronics. automotive. AA&S produces nickel-based alloys, titanium and titanium-based alloys, and specialty alloys in a variety of forms including plate, sheet, and strip products. On December 2, 2020, we announced a strategic repositioning of our Specialty Rolled Products (SRP) business, which was substantially completed in 2022 and included the exit of lower-margin standard stainless sheet products, streamlining the production footprint of the AA&S segment and making certain capital investments to increase our focus on higher-margin products and our aerospace & defense end markets.

Strategic end-use markets for our products include:

Aerospace & Defense. We are a world leader in the production of specialty materials and components for both commercial and military jet engines and airframes supporting customer needs for initial build requirements and for spare parts. Through alloy development, internal growth efforts, and long-term supply agreements on current and next-generation jet engines and airframes, we are well-positioned with a fully qualified asset base to meet the expected return to multi-year demand growth from the commercial aerospace market as business conditions impacted by the global COVID-19 pandemic recover to more normal levels. market.

Typical aerospace applications for nickel-based alloys and superalloys and advanced metallic powders include jet engine discs, disks, blades, vanes, rings, casings and shafts. Nickel-based alloys and superalloys remain extremely strong at high temperatures and resist degradation under extreme conditions. The next-generation jet engines use advanced nickel-based superalloys and metallic powder alloys to enable increased fuel efficiency requirements that require hotter-burning engines. Our specialty materials are also used in the manufacture of aircraft landing gear and structural components.

We are a global industry leader in iso-thermal and hot-die forging technologies for advanced aerospace components. In 2021, we completed capital investments for our fourth iso-thermal press and heat-treating capacity expansion at our Iso-Thermal Forging Center of Excellence in Cudahy, WI. We produce highly sophisticated components that have differing mechanical properties across a single product unit and are highly-resistant to fatigue and temperature effects. Our precision forgings are used for jet engine components, structural components for aircraft, helicopters, space propulsion, and other demanding applications. ATI provides a full range of post-production inspection and machining with the certified quality needed to meet demanding application requirements.

Products and components made from titanium and titanium-based alloys, such as jet engine components including discs, disks, blades and vanes, and airframe components such as structural members, landing gears, and hydraulic systems, are critical in aerospace applications. These materials and components possess an extraordinary combination of properties that help to increase jet engine fuel efficiency and product longevity, including superior strength-to-weight ratios, elevated temperature resistance, low coefficient of thermal expansion, and extreme corrosion resistance. Availability of titanium supply continues to be a critical issue across the aerospace & defense supply chain. As such, in fiscal year 2023, we restarted a significant amount of titanium melt capacity in Albany, Oregon with a modest investment and are continuing to invest in additional capacity at this facility, bringing online a fourth furnace in the first half of fiscal year 2024. In addition, we are further investing in additional titanium melt capacity to meet this growing demand with our expansion in Richland, Washington, and we are on track for the first melt in the fourth quarter of fiscal year 2024 at this facility. When our Richland, Washington expansion is at full production in late fiscal year 2025, our total titanium melt capacity is expected to be 80% greater than our fiscal year 2022 titanium melt capacity.

Our specialty materials and components for defense applications include naval nuclear products, military jet engines, fixed wing and rotorcraft products, and armor applications. We expect to increase our sales in government defense applications in future years.

We continuously seek to develop and manufacture innovative new alloys to better serve the needs of the aerospace & defense markets, and several of the alloys we produce have won significant share in the current and next-generation jet engines. ATI's metallic powder technology delivers alloy compositions and refined microstructures that offer increased performance and longer useful lives in high-temperature aerospace environments, as well as improves the improved efficiency of jet engines. We continue to increase our production capacity for advanced metallic powders for use in next-generation aerospace products, including additive manufacturing applications. In fiscal year 2023, ATI announced that we are establishing a dedicated additive manufacturing and post-processing facility outside Fort Lauderdale, Florida which will allow ATI to tap into significant aerospace and defense demand for additively manufactured laser power bed fusion parts, serving both commercial and defense customers.

Energy. We also serve energy markets, including specialty energy, oil & gas and downstream processing markets.

Our specialty materials are widely used in the global electrical power generation and distribution industries. We believe clean energy needs, expanding environmental policies and the electrification of developing countries will continue to drive demand for our specialty materials and products for use in these industries over the long term.

For electrical power generation, our specialty materials, including corrosion-resistant alloys (CRAs), are used in nuclear, natural gas and other fuel source applications. Our CRAs are used for pipe, tube, and heat exchanger applications in water systems and in pollution control scrubbers. For nuclear power plants, we are an industry pioneer in producing nuclear reactor fuel cladding and structural components utilizing zirconium and hafnium alloys. We are a technology leader for large diameter components used in natural gas land-based turbines for power generation. Our alloys are also used for alternative energy generation, in solar, fuel cell and geothermal applications.

Both of our business segments produce specialty materials that are critical to the oil & gas industry. The environments in which oil & gas can be found in commercial quantities have become more challenging, involving deep offshore wells, high pressure and high temperature conditions in sour wells and unconventional sources. These challenging offshore environments are located further off the continental shelf, including locations in arctic and tropical waters where drilling is more difficult than previously-sourced locations. Our specialty materials, including nickel-based alloys, duplex alloys and other specialty alloys, have the strength and corrosion-resistant properties necessary to meet these challenging operating conditions. We enable our customers' success in these applications by developing and producing specialty materials for equipment that can operate for up to 30 years in these harsh environments.

Medical. ATI's advanced specialty materials are used in medical device products that enhance the quality of lives around the world.

Manufacturers of magnetic resonance imaging (MRI) devices rely on our niobium superconducting wire to help produce electromagnetic fields that allow physicians to safely scan the body's soft tissue. We have a joint technology development agreement with Bruker Energy & Supercon Technologies to advance state-of-the-art niobium-based superconductors, including those used in MRI magnets for the medical industry, and preclinical MRI magnets used in the life-science tools industry.

Our specialty alloys also are used for replacement knees, hips and other prosthetic devices. The use of our alloys in these replacement devices offers the potential for longer product lifespans versus previous implant generations.

Our biocompatible nickel-titanium (nitinol) shape memory alloy is used for stents to support collapsed or clogged blood vessels. Reduced in diameter for insertion, these stents expand post-implant to the original tube-like shape due to the metal's superelasticity. In addition, our ultra fine diameter (0.002 inch/0.051 mm) titanium wire is used for screens to prevent blood clots from entering critical areas of the body. We have recently announced our strategic partnership with Confluent Medical

Technologies (Confluent) whereby Confluent will provide a \$50 million investment in our capacity expansion to produce nitinol. As a result of this expansion, we expect to more than triple our production of this life saving alloy by fiscal year 2027.

Electronics. ATI's materials perform a variety of important roles in the growing consumer electronics market. Nickel alloys and Precision Rolled Strip® (PRS) from SRP Specialty Rolled Products (SRP) and our Asian PRS joint venture support computers and smart phones. The magnetic properties of nickel alloys are used in relay cores, magnets and magnetic shielding, while their thermal expansion is useful in glass-to-metal sealing applications such as monitors. PRS is selected for electronics and communications applications based on corrosion resistance, strength, wear resistance, electrical resistivity or thermal expansion.

In addition, metal precursors – which use chemicals produced by ATI, such as hafnium – have a variety of important applications in consumer and industrial electronics.

Business Segments

Our two business segments accounted for the following percentages of total revenues of \$3.84 billion \$4.17 billion, \$2.80 billion \$3.84 billion, and \$2.98 billion \$2.80 billion for the fiscal years ended December 31, 2022 December 31, 2023, 2021, January 1, 2023, and 2020, January 2, 2022, respectively.

		2022	2021	2020			
		Fiscal Year Ended			Fiscal Year Ended		
		December					
		31, 2023			December 31, 2023		
					January 1, 2023		
					January 2, 2022		
High Performance Materials & Components	High Performance Materials & Components	43 %	41 %	39 %	51 %	43 %	41 %
Advanced Alloys & Solutions	Advanced Alloys & Solutions	57 %	59 %	61 %	49 %	57 %	59 %

Information with respect to our business segments is presented below and in Note 18 of the notes to the consolidated financial statements.

High Performance Materials & Components Segment

Our HPMC segment produces a wide range of high performance specialty materials, parts and components for several major end markets, including the aerospace & defense, medical, and energy markets, with 80% 85% of 2022 fiscal year 2023 revenues derived from the aerospace & defense markets. Demand for our products is driven primarily by the commercial aerospace cycle. Large aircraft and jet engines are manufactured by a small number of companies, such as The Boeing Company, Airbus S.A.S. (an Airbus Group company) including the former operations of Bombardier Aerospace, and Embraer (Empresa Brasileira de Aeronáutica S.A.) for airframes. GE Aerospace (a division of General Electric Company), Rolls-Royce plc, Pratt & Whitney (a division of Raytheon Technologies Corporation), Snecma (SAFRAN Group), and various joint ventures manufacture jet engines. These companies, and their suppliers, form a substantial part of our customer base in this business segment. We have long-term agreements (LTAs) in place with most major aerospace market OEMs. The loss of one or more of our customers in the aerospace or defense markets could have a material adverse effect on ATI's results of operations and financial condition (see Item 1A. Risk Factors).

Within this segment, our products are manufactured from a wide range of advanced materials including metallic powder alloys, made from nickel-based alloys and superalloys, titanium and titanium-based alloys, and a variety of other specialty materials. These materials are made into a variety of product forms that include precision forgings, machined parts and others. We are integrated across these alloy systems in melt, forging, finishing, testing and machining processes. Most of the products in this segment are sold directly to end-use customers, and a substantial portion of our HPMC segment products are sold under multi-year agreements.

Principal competitors in the HPMC segment include: Berkshire Hathaway Inc., for nickel-based alloys and superalloys and specialty steel alloys, titanium and titanium-based alloys, and precision forgings through its ownership of Precision Castparts Corporation and subsidiaries; Howmet Aerospace Inc., for titanium and titanium-based alloys; Carpenter Technology Corporation for legacy nickel-based alloys and superalloys and specialty steel alloys; VSMPO-AVISMA for titanium and titanium-based alloys; and Aubert & Duval for precision forgings.

Advanced Alloys & Solutions Segment

Our AA&S segment produces nickel-based alloys, titanium and titanium-based alloys, and specialty alloys in a variety of forms including plate, sheet, and PRS products. The major end markets for our flat rolled products are energy, aerospace & defense, automotive, and electronics markets. The operations in this segment include our SRP business, our Specialty Alloys & Components business and the Shanghai STAL Precision Stainless Steel Company Limited (STAL) PRS joint venture in China, in which we hold a 60% interest. Segment results also include our 50% interest in the Uniti industrial titanium joint venture and our 50% interest in the A&T Stainless joint venture.

Significant global overcapacity for stainless flat-rolled products has intensified the price competition in the AA&S segment over the last several years, despite various anti-dumping and countervailing duties imposed by the United States government in various forms since 1999. On December 2, 2020 March 9, 2022, we announced a strategic repositioning of our SRP business, which included exiting production of lower-margin standard stainless sheet products, streamlining the production footprint of the AA&S segment and making certain capital investments to increase its focus on higher-margin products and its aerospace & defense end markets. Additionally, in 2022, we announced the termination of the

Uniti, and this joint venture which is expected to be fully dissolved in early 2023, and in 2020, we indefinitely idled the manufacturing operations first quarter of the A&T Stainless joint venture. fiscal year 2024.

Nickel-based alloys, titanium, and stainless sheet products are used in a wide variety of industrial and consumer applications. In 2022, fiscal year 2023, approximately 30% 25% of our stainless sheet products by volume were sold to independent service centers, which have slitting, cutting or other processing facilities, with the remainder sold directly to end-use customers.

Nickel-based alloy, titanium, and specialty alloy plate products are primarily used in aerospace & defense, and corrosion and industrial markets. In 2022, fiscal year 2023, approximately 55% 40% of our plate products by volume were sold to independent service centers, with the remainder sold directly to end-use customers.

PRS products, which are under 0.015 inches thick, are used by customers to fabricate a variety of products primarily in the automotive and electronics markets. In 2022, fiscal year 2023, approximately 85% 90% of these products by volume were sold directly to end-use customers or through our own distribution network, with the remainder sold to independent service centers.

Competitors for nickel-based alloys and superalloys and specialty alloys include Haynes International and VDM Metals GmbH, a subsidiary of Acerinox S.A. We have exited the domestic commodity stainless sheet business, where we previously competed with North American Stainless, a subsidiary of Acerinox S.A., Outokumpu Stainless USA, LLC, and Cleveland-Cliffs Inc., as well as imports from numerous foreign producers, including Aperam, based in Europe.

We continue efforts toward improving the capacity utilization of our Hot-Rolling and Processing Facility (HRPF) in Brackenridge, PA for carbon steel hot-rolling third-party conversion services, and in 2022 we entered into additional LTAs to provide these services.

Raw Materials and Supplies

Substantially all raw materials and supplies required in the manufacture of our products are available from more than one supplier, and the sources and availability of raw materials essential to our businesses are currently adequate. The principal raw materials we use in the production of our specialty materials are scrap (including iron-, nickel-, chromium-, titanium-, and molybdenum-bearing scrap), nickel, titanium sponge, zirconium sand and sponge, ferrochromium, ferrosilicon, molybdenum and molybdenum alloys, manganese and manganese alloys, cobalt, niobium, vanadium and other alloying materials. While we enter into raw materials futures contracts from time to time to hedge exposure to price fluctuations, such as for nickel, we cannot be certain that our hedge position adequately reduces exposure. We believe that we have adequate controls to monitor these contracts, but we may not be able to accurately assess exposure to price volatility in the markets for critical raw materials.

Some raw materials, such as nickel, cobalt, and ferrochromium, are available to us and our specialty materials industry competitors primarily from foreign sources. Some of these foreign sources are located in countries that may be subject to unstable political and economic conditions, which could disrupt supplies or affect the price of these materials.

We purchase our nickel requirements principally from producers in Australia, Canada, Norway, Russia, and the Dominican Republic. We purchase zirconium raw materials primarily domestically and also from producers in China. Cobalt is purchased primarily from producers in Canada. More than 80% of the world's reserves of ferrochromium are located in South Africa, Zimbabwe, Albania, and Kazakhstan. Niobium is purchased principally from producers in Brazil, and our titanium sponge comes from sources in Japan and Kazakhstan.

Certain key supplies used in melting and other processing operations, such as graphite electrodes and industrial gases including helium and argon, are from time-to-time limited in availability and may be subject to significant price inflation. We enter into long-term supply contracts where possible to ensure an adequate supply of these products, however, products. However, overall industry shortages may impact our operations and scheduling.

Export Sales and Foreign Operations

International sales represent approximately 42% 46% of our total annual sales, with direct export sales by our U.S.-based operations to customers in foreign countries accounting for approximately 32% 36% of our total sales. Our overseas sales, marketing and distribution efforts are aided by our international marketing and distribution offices, ATI Europe, ATI Europe Distribution, and ATI Asia, team or by independent representatives at various locations throughout the world. We believe that at least 50% of ATI's 2022 fiscal year 2023 sales were driven by global markets when we consider exports of our customers.

Our HPMC segment has manufacturing capabilities for precision forging and machining in Poland, primarily serving the aerospace, construction & mining and transportation markets. In fiscal year 2022, the Company completed the sale of its Sheffield, UK operations, which included facilities for melting and re-melting, machining and bar mill operations, and was part of the HPMC segment. Within our AA&S segment, our joint venture in China makes PRS products, which enables us to offer these products more effectively to markets in China and other Asian countries.

Backlog, Seasonality and Cyclicity

Our backlog of confirmed orders was approximately \$3.8 billion at December 31, 2023 and \$2.9 billion at December 31, 2022 and \$2.1 billion at December 31, 2021 January 1, 2023. We expect that approximately 80% 70% of confirmed orders on hand at December 31, 2022 December 31, 2023 will be filled during the fiscal year ending December 31, 2023; 2024. Our HPMC segment's backlog of confirmed orders was approximately \$3.0 billion at December 31, 2023 and \$2.3 billion at December 31, 2022 and \$1.6 billion at December 31, 2021 January 1, 2023. We expect that approximately 75% 65% of the confirmed orders on hand at December 31, 2022 December 31, 2023 for this segment will be filled during the fiscal year ending December 31, 2023; 2024. Our AA&S segment's backlog of confirmed orders was approximately \$0.8 billion at December 31, 2023 and \$0.6 billion at December 31, 2022 and \$0.5 billion at December 31, 2021 January 1, 2023. We expect that nearly 100% of approximately 80% the confirmed orders on hand at December 31, 2022 December 31, 2023 for this segment will be filled during the fiscal year ending December 31, 2023; 2024.

Demand for our products is cyclical over longer periods because specialty materials customers operate in cyclical industries and are subject to changes in general economic conditions and other factors both external and internal to those industries. Historically, the HPMC segment typically has experienced modest seasonal weakness in the third quarter of each fiscal year due to many European customers, particularly in the aerospace supply chain, taking plant outages during this summer period. ATI also typically performs corresponding annual preventative maintenance outages at several facilities during this same period.

Cybersecurity

The Company recognizes the increasing significance that cybersecurity has to our operations and the need to continually assess cybersecurity risk and evolve our response in the face of a rapidly and ever-changing environment. We have both a Chief Digital and Information Officer and, to enhance an already comprehensive cybersecurity program, a Chief Information Security Officer to lead our efforts to address and mitigate digital technology risks in partnership with ATI's business leaders.

In 2022, the need to ensure cybersecurity while enabling a comprehensive and highly reliable remote working environment for a significant portion of our workforce continued to be a central component of our strategy. Throughout 2022, special attention was and continues to be given to improving and implementing Cybersecurity Maturity Model Certification controls in support of protecting ATI's technology and customer data.

Additionally, we have a robust Cybersecurity Incident Response Plan which provides a documented framework for handling high severity security incidents and facilitates coordination across multiple parts of the Company. We routinely perform simulations and drills at both a technical and management level. We incorporate external expertise and reviews in all aspects of our program, and all personnel receive regular cybersecurity awareness training.

As part of its program of regular oversight, the Company's Audit & Risk Committee is responsible for overseeing ATI's cybersecurity risk. The Audit & Risk Committee receives quarterly reports from the Chief Digital and Information Officer and the Chief Information Security Officer on ATI's cybersecurity risk profile and enterprise cybersecurity program.

Research, Development and Technical Services

We believe that our research and development capabilities give ATI an advantage in developing new products and manufacturing processes that contribute to the long-term profitable growth potential of our businesses. We conduct research and development at our various operating locations both for our own account and, on a limited basis, for customers on a contract basis. Research and development expenditures for the fiscal years ended December 31, 2022, December 31, 2023, 2021, January 1, 2023, and 2020 January 2, 2022 included the following:

Fiscal Year Ended					Fiscal Year Ended		
(In millions)	(In millions)	2022	2021	2020	(In millions)	December 31, 2023	January 1, 2023
Company-Funded:	Company-Funded:						January 2, 2022
High Performance Materials & Components	High Performance Materials & Components	\$ 8.4	\$ 9.0	\$ 7.7			
High Performance Materials & Components							
High Performance Materials & Components							
Advanced Alloys & Solutions	Advanced Alloys & Solutions	7.3	6.6	5.3			
Corporate	Corporate	0.6	0.9	1.1			
		16.3	16.5	14.1			
		20.7					
Customer-Funded:	Customer-Funded:						
High Performance Materials & Components	High Performance Materials & Components	1.4	3.5	0.7			
High Performance Materials & Components							
High Performance Materials & Components							
Total Research and Development	Total Research and Development	\$17.7	\$20.0	\$14.8			

Our research, development and technical service activities are closely interrelated and are directed toward development of new products, improvement of existing products, cost reduction, process improvement and control, quality assurance and control, development of new manufacturing methods, and improvement of existing manufacturing methods. The increased activity in 2022 and 2021 fiscal year 2023 was largely related to materials and manufacturing methods for products supporting the aerospace & defense markets. The lower expenditures in 2020 are reflective of weakened market conditions due to the COVID-19 pandemic.

We own hundreds of United States patents, many of which are also filed under the patent laws of other nations. Although these patents, as well as our numerous trademarks, technical information, license agreements, and other intellectual property, have been and are expected to be of value, we believe that the loss of any single such item or technically related group of such items would not materially affect the conduct of our business.

Environmental, Health and Safety Matters

We are subject to various domestic and international environmental laws and regulations that govern the discharge of pollutants and disposal of wastes, and which may require that we investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. We could incur substantial cleanup costs, fines, civil or criminal sanctions, third party property damage or personal injury claims as a result of violations or liabilities under these laws or non-

compliance non-compliance with environmental permits required at our facilities. We are currently involved in the investigation and remediation of a number of our current and former sites as well as third party sites.

We consider environmental compliance to be an integral part of our operations. We have a comprehensive environmental management and reporting program that focuses on compliance with applicable federal, state, regional and local environmental laws and regulations. Each operating company has an environmental management system that includes mechanisms for regularly evaluating environmental compliance and managing changes in business operations while assessing environmental impact.

Safety is one of our core values. We strive for a zero injury culture committed to the safety of our people, our products, and the communities in which we operate. Our fiscal year 2023 OSHA Total Recordable Incident Rate was 1.08 per 200,000 hours and our Lost Time Case Rate was 0.27 per 200,000 hours, which we believe to be competitive with world-class performance for our industry. Nearly all of our domestic employees are reporting to an ATI facility that has achieved its OSHAS 45001 certification. We expect that the balance of our operations will be OSHAS 45001 certified by fiscal year 2025.

Human Capital Management

We believe that our people and culture are a competitive differentiator. Attracting, developing, and retaining purpose and performance driven performance-driven leaders who build building teams with diverse, empowered and fulfilled employees who want to stay and grow with the company is foundational to our vision. As of December 31, 2023, we employed approximately 7,300 active employees, 15% of whom are located outside the United States across 15 countries.

Our Culture: At the center of our commitment to excellence are our values, which drive how we succeed: Accountability, Integrity, Innovation, Safety & Sustainability, and Teamwork & Respect.

We continuously strive to cultivate and support a highly engaged and productive workforce. As a result, management focuses on a number of human capital strategies and objectives, including the following:

Inclusion and Diversity: We believe our business success is intricately tied to cultivating a culture in which all members of our workforce are included and empowered to do their best work. Employing people from different backgrounds, cultures and experiences, amplifies our ability to gather insights and foster innovation.

Our diversity recruitment strategy includes participation in national diversity conferences, having strong partnerships with universities and student chapters of diversity organizations, and selecting providers who align with our values of having a diverse workforce. We have an enterprise-wide goal that 80% of position candidate slates include a minimum of 30% diverse candidates.

ATI's employee-led IDEA (Inclusion, Diversity, Equity and Accessibility) Council, which originated within our Specialty Alloys & Components (SA&C) business, tracks best practices with regard to diversity and inclusion initiatives within our industry and the markets we serve and makes recommendations regarding these matters, both within SA&C and to the broader business. We also offer employees the opportunity to join Employee Resource Groups ("ERG"). These groups foster professional development, social connectivity, community involvement, and celebrate diversity throughout our company.

We recognize the benefits and importance of diversity amongst our board and management. Women make up 30% of our Board, and 20% are racially diverse, while more than 40% of the members of our Executive Council are women or minorities.

Governance: Our Corporate Guidelines for Business Conduct and Ethics address employment and workplace safety laws, and also describe our commitment to equal opportunity and fair treatment of employees.

Health & Safety: Safety is one of our core values. We strive for a Zero Injury Culture committed to the safety of our people, our products, and the communities in which we operate. Our 2022 OSHA Total Recordable Incident Rate was 1.22 per 200,000 hours and our Lost Time Case Rate was 0.38 per 200,000 hours, which we believe to be competitive with world-class performance for our industry. Nearly 100% of our domestic employees are reporting to an ATI facility that has achieved their OSHAS 45001 certification. We expect that the balance of our operations will be OSHAS 45001 certified by 2025.

Our Corporate Guidelines for Business Conduct and Ethics address employment and workplace safety laws and describe our commitment to equal opportunity and fair treatment of employees.

Development and Employee Engagement: Developing talent and leaders at all levels of the organization and engaging our employees is critical to our long-term success. We have early career, leadership and management development programs as well as broad learning actively seek opportunities for our employees to support their career growth and advance their skills. We maintain a formal talent review process to work in connection with performance management for systematic career development and succession planning at both the individual employee and enterprise levels.

We engage in continuous listening by actively seeking opportunities for regular engagement and communication by our CEO and other senior executive leaders with our broader employee population, employees. Annually, we conduct a confidential company-wide employee engagement survey that offers our employees the ability to provide feedback and valuable insight to identify opportunities for improvement and support employee engagement and our overall human capital strategy.

Governance: Our Corporate Guidelines for Business Conduct and Ethics establishes the baseline requirements of our integrity and compliance program and promotes an environment where everyone is treated ethically and with respect. It outlines our pledge to recognize the dignity of each individual, respect each employee, provide compensation and benefits that are competitive, promote self-development through training, and value diversity of perspectives and ideas. Employees complete Business Conduct and Ethics training and, where permitted by law, must also certify each year that they will comply with the Code.

Talent Acquisition and Management: Our performance and development process is integrated in the ATI business strategy, and is a key component to recruiting, hiring, and developing top-performing talent. Our hiring practices include a goal that 80% of position candidate slates include a minimum of 30% diverse candidates. Further, we partner with top academic institutions and external professional organizations to enhance the diversity of our workforce to attract and retain top talent.

We maintain a formal talent review process to work in connection with performance management for systematic career development and succession planning at both the individual employee and organizational levels.

Learning and Development: Developing talent and leaders at all levels of the organization is critical to our long-term success. We have early career, technical, leadership and management development programs as well as broad learning opportunities for our employees to support their career growth and advance their skills. We focus on building inclusive teams through training that reinforces our values and ensure our development programs have diverse representation.

Inclusion and Diversity: Our long tradition of innovation and operational excellence demands the contributions of leaders and team members with a wide array of characteristics, backgrounds, experiences, knowledge, and skills. We believe our business success is intricately tied to cultivating a culture in which all members of our workforce are included and empowered to do their best work.

We recognize the benefits and importance of diversity amongst our board and management. Women comprise 30% of our Board, and 20% of our Directors are racially diverse. More than 40% of the members of our Executive Council are women or minorities.

Compensation and Benefits: We provide market-based competitive compensation through our salary, annual incentive and long-term incentive programs and robust benefits packages that promote employee the well-being of our employees across all aspects of their lives. Eligible employees are compensated for their contributions to achievement of our goals with both short-term cash incentives and long-term equity-based incentives. We believe the structure of our compensation packages provides the appropriate incentives to attract, retain, and motivate our employees.

Our well-being focus addresses physical, mental, financial, and individual needs, providing benefits and resources to help employees and their families be their best, both personally and professionally. We implemented several campaigns to promote well-being and help provide visibility to resources and available benefits. We offer Employee Assistance Programs with therapy sessions to employees and family members, comprehensive mental health benefits to those enrolled in the U.S. medical plan, virtual mental health options and navigation tools to improve access and speed of care, and preventive/mental health resilience programs.

The Personnel Compensation and Compensation Leadership Development Committee of our Board is responsible for establishing and administering the policies governing annual compensation and long-term compensation to ensure the policies are designed to align compensation with our overall business strategy and performance to link to the interests of our stockholders. Further, the Committee oversees the Company's human capital management policies and procedures, including its workforce and professional development and diversity and inclusion initiatives.

Labor Relations and Collective Bargaining: We have approximately 6,700 active employees, of which about 15% are located outside the United States. Approximately 35% of our workforce is covered by various collective bargaining agreements (CBAs), predominantly with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied & Industrial Service Workers International Union, AFL-CIO, CLC (USW). The Company's CBA with the USW involving approximately 1,100 active full-time represented employees located primarily within the AA&S segment operations, as well as a number of inactive employees, expired on February 28, 2021. USW-represented employees continued to work under the terms of the expired CBA until March 30, 2021 when they engaged in a strike. On July 14, 2021, ATI announced that a new four-year labor agreement with the USW was ratified, ending the strike. The Company has no significant CBAs that expire in 2023, fiscal year 2024.

Available Information

Our Internet website address is www.atimaterials.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as proxy and information statements and other information that we file, are available free of charge through our Internet website as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the United States Securities and Exchange Commission ("SEC"). Our Internet website and the content contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K. The SEC maintains an Internet website at www.sec.gov, which also contains reports, proxy and information statements and other information that we file electronically with the SEC. We routinely post important information on our website, www.atimaterials.com, in the "Investors" section. We also may use our website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor the Investors section of our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document.

Item 1A. Risk Factors

There are inherent risks and uncertainties associated with our business that could adversely affect our operating performance and financial condition. Set forth below are descriptions of those risks and uncertainties that we currently believe to be material, but the risks and uncertainties described are not the only risks and uncertainties that could affect our business. See the discussion under "Forward-Looking Statements" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, in this Annual Report on Form 10-K.

RISKS RELATED TO CYCLICAL NATURE OF OUR BUSINESS

Cyclical Demand for Products. The cyclical nature of the industries in which our customers operate causes demand for our products to be cyclical, creating potential uncertainty regarding future profitability. Various changes in general economic conditions may affect the industries in which our customers operate. These changes could include decreases in the rate of consumption or use of our customers' products due to economic downturns. Other factors that may cause fluctuation in our customers' positions are changes in market demand, lower overall pricing due to domestic and international overcapacity, currency fluctuations, lower priced imports and increases in use or decreases in prices of substitute materials. As a result of these factors, our profitability has been and may in the future be subject to significant fluctuation.

Risks Associated with the Commercial Aerospace Industry. A significant portion of our sales represent products sold to customers in the commercial aerospace industry. Fulfilling contractual arrangements to provide various products to customers in this industry often involves meeting highly exacting performance requirements and product specifications, and our failure to meet those requirements and specifications on a timely and cost efficient cost-efficient basis could have a material adverse effect on our results of operations, business and financial condition. The commercial aerospace industry has historically been cyclical due to factors both external and internal to the airline industry. These factors include general economic conditions, airline profitability, consumer demand for air travel, varying fuel and labor costs, changes in projected build rates, price competition, and international and domestic political conditions such as military conflict and the threat of terrorism. The length and degree of cyclical fluctuation are influenced by these factors and therefore are difficult to predict with certainty. Demand for our products is subject to these cyclical trends. Cyclical and event-driven downturns in the commercial aerospace industry have had, and may in the future have, an adverse effect on the prices at which we are able to sell our products, and our results of operations, business and financial condition could be materially adversely affected.

Risks Associated with the Oil & Gas Industry. Cyclicalities in General Industrial Markets. Our exposure to general industrial markets is primarily in our AA&S segment, where we have sales to the oil & gas industry, which historically has been a significant end market for ATI, is automotive, food equipment & appliances and construction and mining markets. These markets tend to be highly cyclical and subject to volatility as a result of fluctuations in worldwide economic activity and associated demand, for oil and natural gas, anticipated future prices for oil and natural gas, fluctuation in the level of drilling activity, changes in applicable regulation, global geopolitical conditions and numerous other factors. Demand for our products, particularly within the AA&S segment, is likewise subject to these trends, and in recent years, our business has at times been negatively impacted by depressed demand from the oil & gas industry, general industrial markets. We expect that this/these end market/market markets will remain a highly cyclical industry, and future downturns could have an adverse effect on the prices at which we are able to sell our products, and our results of operations, business and financial condition could be materially adversely affected.

Product Pricing. From time-to-time, reduced demand, intense competition, and excess manufacturing capacity have resulted in reduced prices, excluding raw material surcharges, for many of our products. These factors have had and may have an adverse impact on our revenues, operating results, and financial condition. Recently, due to inflationary trends, certain critical raw material costs, such as nickel, hafnium, titanium sponge, cobalt, chromium, and molybdenum and scrap containing iron, nickel, titanium, chromium, and molybdenum have been volatile. While we have been able to mitigate some of the adverse impact of volatile raw material costs through various means, including raw material surcharges or indices to customers, rapid changes in raw material costs cause volatility in, and may adversely affect, our results of operations.

We change prices on certain of our products from time-to-time. Our ability to implement price increases is dependent on market conditions, economic factors, raw material costs and availability, competitive factors, operating costs and other factors, some of which are beyond our control. As such, we may be unable to implement price increases to the degree or within the time frame necessary to fully mitigate the impact of inflationary trends or at all, and the benefits of any price increases may be delayed due to long manufacturing lead times and the terms of existing contracts.

Risks Associated with Key Customers. We have long-term contracts with certain of our customers, some of which are subject to renewal, renegotiation, or re-pricing at periodic intervals or upon changes in competitive supply conditions. Our failure to successfully renew, renegotiate or favorably re-price such agreements, or a material deterioration in or termination of these or other key customer relationships, could result in a reduction or loss in customer purchase revenue. Additionally, a significant downturn or deterioration in the business or financial condition or loss of a key customer could negatively impact our business. Our customers may change their business strategies or modify their business relationships with us, including to reduce the amount of our products they purchase or to switch to alternative suppliers, as a result of which our financial condition and results of operations may be adversely affected.

RISKS RELATED TO THE RAW MATERIALS AND SUPPLIES THAT WE USE

Dependence on Critical Raw Materials Subject to Price and Availability Fluctuations. We rely to a substantial extent on third parties to supply certain raw materials that are critical to the manufacture of our products. Purchase prices and availability of these critical items are subject to volatility, and in some cases, we have supply arrangements with only a limited number of suppliers for a given material. At any given time, we may be unable to obtain an adequate supply of these critical raw materials on a timely basis, on price and other terms acceptable to us, or at all. If suppliers increase the price of critical raw materials, we may not have alternative sources of supply. In addition, to the extent that we have quoted prices to customers and accepted customer orders for products prior to purchasing necessary raw materials, or have existing contracts, we may be unable to raise the price of products to cover all or part of the increased cost of the raw materials. The prices for many of the raw materials we use have been volatile during the past several years. Due to the long lead times required to manufacture many of our products, volatility in raw material prices exposes us to cash costs that may not be fully recovered through surcharge and index pricing mechanisms.

The manufacture of some of our products is a complex process and requires long lead times. As a result, we may experience delays or shortages in the supply of raw materials. In particular, we acquire certain important raw materials that we use to produce specialty materials, including nickel, zirconium, niobium, chromium, cobalt, vanadium and titanium sponge, from foreign sources. Some of these sources operate in countries that may be subject to unstable political and economic conditions. For example, we source both nickel and chromium from Russian sources that could be impacted by current events involving Russia and the Ukraine and any U.S. or other international economic sanctions or other actions in response. These or similar conditions may disrupt supplies or affect the prices of the materials that are necessary to our operations. If unable to obtain adequate and timely deliveries of required raw materials, we may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation.

The ongoing conflict between Russia and Ukraine may adversely affect our business and results of operations.

Since February of 2022, Russia and Ukraine have been engaged in active armed conflict. The length, impact, and outcome of the ongoing conflict and its potential impact on our business is highly volatile and difficult to predict. It has and could continue to cause significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, trade disputes or trade barriers, changes in consumer or purchaser preferences, and increases in cyberattacks and espionage.

Governments in the European Union, the United States, the United Kingdom and other countries have enacted sanctions against Russia and Russian interests. These sanctions include controls on the export, re-export, and in-country transfer in Russia of certain goods, supplies, and technologies, and the imposition of restrictions on doing business with certain state-owned Russian customers and other investments and business activities in Russia. In early March 2022, we announced plans to terminate our Uniti, LLC joint venture with Russian-based VSMPO-AVISMA (Verkhnyaya Salda Metallurgical Production Association - Berezniaki Titanium-Magnesium Works), the purpose of which was to market and sell a range of commercially pure titanium products. However, conditions in Ukraine and/or existing or future sanctions may disrupt supplies or affect the prices of materials that are necessary to our operations. For example, we source both nickel and chromium from Russian sources that could be impacted. If unable to obtain adequate and timely deliveries of required raw materials, we may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation.

Further, the broader consequences of the current conflict between Russia and Ukraine may also have the effect of heightening many other risks disclosed in our public filings, any of which could materially and adversely affect our business and results of operations. Such risks include, but are not limited to, adverse effects on global macroeconomic conditions; increased volatility in the price and demand of oil, natural gas and other commodities; increased exposure to cyberattacks; disruptions in global supply chains; and exposure to foreign currency fluctuations and potential constraints or disruption in the capital markets and our sources of liquidity.

Dependence on Critical Supplies Subject to Price and Availability Fluctuations. We rely on third parties for certain supplies, such as graphite electrodes and industrial gases including helium and argon that are critical to the manufacture of our products. Purchase prices and availability of these critical items are subject to volatility. At any given time, we

may be unable to obtain an adequate supply of these critical supplies on a timely basis, on price and other terms acceptable to us, or at all. If suppliers increase the price of these items, we may not have alternative sources of supply. The manufacture of some of our products is a complex process and requires long lead times. As a result, we may experience delays or shortages of critical supplies. If unable to obtain adequate and timely deliveries of required supplies, we may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation.

Availability of Energy Resources. We rely upon third parties for our supply of energy resources consumed in the manufacture of our products. The prices for and availability of electricity, natural gas, oil and other energy resources are subject to volatile market conditions. These market conditions often are affected by political and economic factors beyond our control. Disruptions in the supply of energy resources could temporarily impair our ability to manufacture products for customers. Further, increases in energy costs, or changes in costs relative to energy costs paid by competitors, has and may continue to adversely affect our profitability. To the extent that these uncertainties cause suppliers and customers to be more cost sensitive, increased energy prices may have an adverse effect on our results of operations and financial condition.

RISKS RELATED TO OUR WORKFORCE

Risks Associated with the Recruitment and Retention of Key Talent and the Sustainability of our Workforce. Our business and manufacturing processes are complex. We require highly skilled personnel with relevant industry and technical experience to effectively operate, and as such, depend on our ability to recruit, retain and motivate our employees. Shortages in skilled labor and other labor market pressures currently are resulting in greater competition for skilled labor and increased labor costs in some instances. If we fail to attract, develop, retain and motivate a sustainable workforce with the skills and in the locations we need to operate and grow our business, our operations could be adversely impacted.

In addition, the loss of key members of management and other personnel could negatively impact our business, and any unplanned turnover, or failure to develop adequate succession plans for key positions, could result in loss of technical or other expertise or institutional knowledge, delay or impede the execution of our strategic plans and priorities and, ultimately, negatively impact our business and results.

Labor Matters. We have approximately 6,700 7,300 active employees, of which approximately 15% are located outside the United States. Approximately 35% of our workforce is covered by various CBAs, predominantly with the USW. At various times, our CBAs expire and are subject to renegotiation. Generally, collective bargaining agreements that expire may be terminated after notice by the union. After termination, the union may authorize a strike. A labor dispute, which could lead to a strike, lockout, or other work stoppage by the employees covered by one or more of the collective bargaining agreements, could have a material adverse effect on production at one or more of our facilities and, depending upon the length of such dispute or work stoppage,

on our operating results. For example, in fiscal year 2021, the USW engaged in a 3 ½ month strike primarily affecting our AA&S segment operations, and we incurred approximately \$63 million in strike-related costs and had lower revenues during this period while we continued to operate affected facilities with replacement workers. There can be no assurance that we will succeed in concluding collective bargaining agreements to replace those that expire.

RISKS RELATED TO INTELLECTUAL PROPERTY, INFORMATION TECHNOLOGY AND SECURITY

Risks Associated with our Intellectual Property. We own valuable intellectual property, including trade secrets, patents, trademarks and copyrights. Our intellectual property protects our investments in technological innovation, research and development, and plays an important role in maintaining our competitive position in the markets we serve. Despite efforts to secure our intellectual property, it may be infringed or misappropriated by our employees, our competitors or other third parties. The pursuit of remedies for infringement or misappropriation of intellectual property is expensive and uncertain. Additionally, our competitors may develop technologies of their own that are similar or superior to our proprietary technologies, or design

around our patents, to lawfully avoid our intellectual property rights. A failure to sufficiently secure or successfully enforce our intellectual property rights could adversely affect our business and competitive position.

Risks Associated with Information Digital Technology. Information technology infrastructure is critical to supporting business objectives; failure of our information technology infrastructure to operate effectively could adversely affect our business. We depend heavily on information technology infrastructure to achieve our business objectives. If a problem occurs that impairs this infrastructure, the resulting disruption could impede our ability to record or process orders, manufacture and ship in a timely manner, or otherwise carry on business in the normal course. Any such events could cause us to lose customers or revenue and could require us to incur significant expense to remediate. As we integrate, implement and deploy new information technology processes and information infrastructure across our operations, we could experience disruptions in our business that could have an adverse effect on our business, financial condition, results of operations and cash flow.

Cyber Security Cybersecurity Threats. Increased global information technology threats, vulnerabilities, and a rise in sophisticated and targeted international computer crime pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. We believe that ATI faces the threat of such cyber attacks cyberattacks due to the markets we serve, the products we manufacture, the locations of our operations, and global interest in our technology. Due to the evolving nature of cyber security cybersecurity threats, the scope and impact of any incident cannot be predicted. We continually work to strengthen our threat countermeasures, safeguard our systems and mitigate potential risks. Despite our efforts to fortify our cyber security cybersecurity and protect sensitive information and confidential and personal data, our facilities and systems and those of our third-party service providers may be vulnerable to security breaches. This could lead to disclosure, modification or destruction of proprietary and other key information, production downtimes, operational disruptions, and remediation costs, which in turn could adversely affect our reputation, competitiveness and results of operations.

RISK RELATED TO CLIMATE CHANGE AND OTHER ENVIRONMENTAL MATTERS

Risks Associated with Climate Change.

While the prospect of a lower-carbon economy presents a number of opportunities for our business, the physical impacts of climate change, regulatory efforts to transition to a lower-carbon economy in the regions in which we, our customers and our suppliers operate and the increased focus and evolving views of our various stakeholders on climate change issues could create risks to our business.

Physical Risk. Climate related changes in prevailing weather patterns may impact, among other conditions, changes in sea levels and the propensity for flooding in coastal and other regions, long-term changes in precipitation patterns leading to flooding, drought or deterioration in water quality, and **increases in** the frequency and severity of significant storms and other weather events and related natural hazards, such as wildfire risk. Although we do not believe that our facilities are currently exposed to significant physical risk as a general matter, our operations have at times been, and could in the future be, impacted by adverse climate-related events, such as, for example, unanticipated periods of extreme cold or heat, acute flooding and wide-spread wildfires such as those experienced in certain regions in the U.S. and elsewhere in recent years. Events such as these could cause damage to critical facilities and equipment, result in significant operational disruption and have meaningfully adverse effects on our employees and the communities in which we operate. Additionally, even to the extent that significant weather events or changes in climate conditions do not directly impact our own facilities and/or operations, our business could be negatively impacted by events or more chronic climate conditions that disrupt or force longer-term changes in operations for our significant customers or suppliers, which could negatively impact the timing or overall volume of demand for our products or the cost and availability of critical raw materials, among other factors. Over time, widespread physical climate changes and risks could drive increases in other operational costs for our business, such as insurance costs.

Regulatory and Other Transition Risks. Increased worldwide focus on climate change has led to legislative and regulatory efforts to combat both potential causes and adverse impacts of climate change. New or more stringent laws and regulations related to greenhouse gas emissions, water usage and other climate change related concerns may adversely affect us, our suppliers and our customers. We have publicly disclosed efforts to reduce the energy intensity, freshwater intake intensity and greenhouse gas (GHG) emission of our operations, working consistently to enhance the environmental sustainability of our business by reducing our reliance on fossil fuel-based energy sources, promoting water reuse and other responsible water management practices, reducing waste and promoting recycling (including extensive use of recycled feedstock in our manufacturing processes) and ensuring our compliance with applicable environmental regulations. Nevertheless, new and evolving laws and regulations could mandate different or more restrictive standards, increase operating costs, require (or cause customers to require that we make) capital investments to transition to low carbon technologies or purchase carbon credits, or otherwise adversely impact our ongoing operations. Our suppliers may face similar challenges and incur additional compliance costs that are passed on to us. These direct and indirect costs may adversely impact our results.

Market and Reputational Risks. Technology to support the transition to lower-carbon operations within the timeframe that could be required by future regulation or expected in the future by our customers may not be available at the scale necessary to support our operations, in a timely or cost-effective manner, or at all. It is possible that, over time, due to both regulatory action and/or changing customer and societal norms and expectations regarding the causes and importance of climate change issues, demand for products in one or more of our significant end markets could decline or, if we fail to keep pace with changing demand and technological advancement, shift in favor of products that we do not produce. If we fail to appropriately adapt to the expectations of our customers or other stakeholders, fail to achieve or properly report progress toward our environmental sustainability goals and targets or otherwise are perceived as failing to adequately address climate change concerns, the resulting negative perceptions could adversely affect our business, reputation and access to capital.

Risks Associated with Other Environmental Compliance Matters. We are subject to various domestic and international environmental laws and regulations that govern the discharge of pollutants and disposal of wastes, and which may require that we investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. We could incur substantial cleanup costs, fines and civil or criminal sanctions, third party property damage or personal injury claims as a result of violations or liabilities under these laws or non-compliance with environmental permits required at our facilities. We are currently involved in the investigation and remediation of a number of our current and former sites as well as third party sites. We also could be subject to future laws and regulations that govern greenhouse gas emissions and various matters related to climate change and other air emissions, which could increase our operating costs. With respect to proceedings brought under the federal Superfund laws, or similar state statutes, we have been identified as a potentially responsible party (PRP) at 43 of such sites, excluding those at which we believe we have no future liability. Our involvement is limited or de minimis at approximately 20 of these sites, the potential loss exposure with respect to 16 individual sites is not considered to be material, and the potential loss exposure on the remaining **7 seven** sites could be material. We are a party to various cost-sharing arrangements with other PRPs at many of the sites. The terms of the cost-sharing arrangements are subject to non-disclosure agreements as confidential information. Nevertheless, the cost-sharing arrangements generally require all PRPs to post financial assurance of the performance of the obligations or to pre-pay into an escrow or trust account their share of anticipated site-related costs. In addition, the Federal government, through various agencies, is a party to several such arrangements.

We believe that we operate our businesses in compliance in all material respects with applicable environmental laws and regulations. However, from time-to-time, we are a party to lawsuits and other proceedings involving alleged violations of, or liabilities arising from, environmental laws. When our liability is probable and we can reasonably estimate our costs, we record environmental liabilities in our financial statements. In many cases, we are not able to determine whether we are liable or if liability is probable or to reasonably estimate the loss or range of loss. Estimates of our liability remain subject to additional uncertainties, including the nature and extent of site contamination, available remediation alternatives, the extent of corrective actions that may be required, and the participation number and financial condition of other PRPs, as well as the extent of their responsibility for the remediation. We intend to adjust our accruals to reflect new information as appropriate. Future adjustments could have a material adverse effect on our results of operations in a given period, but we cannot reliably predict the amounts of such future adjustments. At **December 31, 2022** **December 31, 2023**, our reserves for environmental matters totaled approximately \$13 million. Based on currently available information, we do not believe that there is a reasonable possibility that a loss exceeding the amount already accrued for any of the sites with which we are currently associated (either individually or in the aggregate) will be an amount that would be material to a decision to buy or sell our securities. Future developments, administrative actions or liabilities relating to environmental matters, however, could have a material adverse effect on our financial condition or results of operations.

RISKS RELATED TO THE COVID-19 PANDEMIC

Impacts on the End-Markets that We Serve and Demand for Our Products. The COVID-19 pandemic, including governmental and other actions taken or restrictions imposed to contain its spread and impact, subjected our operations, financial performance and financial condition to a number of risks including, but not limited to, those discussed below. The significant macroeconomic impact of the COVID-19 pandemic and the measures designed to contain its spread negatively impacted several of the Company's most significant end markets, and our sales to customers in those markets. The possibility exists that there could be ongoing impacts to our operations and financial results as a result of COVID-19 or a similar future pandemic, and the ultimate breadth and duration of these trends and their impact on our business is difficult to predict.

Impacts to Our Supply Chain. To date, we have not experienced significant disruption to our supply chain as a result of the pandemic. However, it remains possible at some point that, in the context of the COVID-19 pandemic or any future similar event, one or more of our suppliers may not have the materials, capacity, or capability to supply products that we

require according to our schedule and specifications. In that case, we may need to seek alternate suppliers, which may be more expensive, may not be available or may result in delays in shipments to us and subsequently to our customers, each of which would affect our business, results of operations, financial condition and/or cash flows.

Risk of Operational Disruption. In general throughout the pandemic, our facilities continued to operate with federal and state government approvals due to the qualification of our facilities as essential and critical. However, we have experienced and may again in the future experience the temporary shut down of facilities in response to employees being impacted by COVID-19, a similar future outbreak or any related changes in government policy. Currently, widespread COVID-19 impacts in China affecting customer supply chains are expected to impact the near-term results of our Chinese STAL joint venture.

Impacts on Financial and Credit Markets. Financial market volatility as a result of any ongoing impact of the COVID-19 pandemic or any future similar event could pose heightened risks to our liquidity, access to capital markets and cost of funds, which could adversely affect our business, financial position, results of operations and/or cash flows.

OTHER OPERATIONAL AND STRATEGIC RISKS

Risks Associated with Disruptions to our Manufacturing Processes. The manufacture of many of our products is a highly exacting and complex process. If we encounter disruptions to our manufacturing processes due to equipment malfunction, failure to follow specific protocols, specifications and procedures, supply chain interruptions, natural disasters, health pandemics, labor unrest, or otherwise, it could have an adverse impact on our ability to fulfill orders or on product quality or performance which could result in significant costs to and liability for us that could have a material adverse effect on our business, financial condition or results of operations, as well as negative publicity and damage to our reputation, which could adversely impact product demand and customer relationships. Additionally, our operations depend on the continued and efficient functioning of our facilities, including critical equipment. If our operations, particularly one of our manufacturing facilities, were to be materially disrupted for any reason, we may be unable to effectively meet our obligations to or demand from our customers, which could adversely affect our financial performance.

Export Sales and International Trade Matters. We believe that export sales will continue to account for a significant percentage of our future revenues. We also import certain raw materials that are important to our business, including nickel, zirconium, niobium, chromium, cobalt, vanadium and titanium sponge, among others. Risks associated with such international

trade include, among others: political and economic instability, including weak conditions in the world's economies; accounts receivable collection; export controls; trade sanctions; changes in legal and regulatory requirements; policy changes affecting the markets for our products; changes in tax laws; and exchange rate fluctuations (which may affect sales to international customers and the value of profits earned on export sales when converted into dollars). Any of these factors could materially adversely affect our results for the period in which they occur.

Additionally, changes in international trade duties and other aspects of international trade policy, both in the U.S. and abroad, could materially impact our business. Moreover, tariffs, or other changes in U.S. trade policy, have resulted in and may continue to trigger, retaliatory actions by affected countries. Certain foreign governments have instituted or considered imposing trade sanctions on certain U.S. goods, or taking action to deny U.S. companies access to critical raw materials, in response to U.S. trade actions. A "trade war" of this nature or other governmental action related to tariffs or international trade agreements or policies has the potential to adversely impact demand for our products, our costs, customers, suppliers and/or the U.S. economy or certain sectors thereof and, thus, to adversely impact our businesses.

Political and Social Turmoil. The war on terrorism as well as political and social turmoil could put pressure on economic conditions in the United States and worldwide. These political, social and economic conditions could make it difficult for us, our suppliers, and our customers to forecast accurately and plan future business activities, and could adversely affect the financial condition of our suppliers and customers and affect customer decisions as to the amount and timing of purchases from us. As a result, our business, financial condition and results of operations could be materially adversely affected.

Risks Associated with Strategic Capital Projects and Maintenance Activities. From time-to-time, time to time, we undertake strategic capital projects in order to enhance, expand and/or upgrade our facilities and operational capabilities. Our ability to achieve the anticipated increased revenues or otherwise realize acceptable returns on these investments or other strategic capital projects that we may undertake is subject to a number of risks, many of which are beyond our control, including a variety of market, operational, permitting, and labor-related factors. In addition, the cost to implement any given strategic capital project ultimately may prove to be greater than originally anticipated. If we are not able to achieve the anticipated results from the implementation of any of our strategic capital projects, or if we incur unanticipated implementation costs or delays, our results of operations and financial position may be materially adversely affected. Additionally, we periodically undertake maintenance activities, routine or otherwise, involving facilities and pieces of equipment that are key to our operations, and it is possible that unanticipated maintenance needs, or unanticipated circumstances arising in connection with planned maintenance activities could result in equipment outages that are longer, or costs that exceed, those originally anticipated. Significant repair delays or unanticipated costs associated with these activities could have a negative impact on our results of operations and financial condition.

Risks Associated with Current or Future Litigation and Claims. A number of lawsuits, claims and proceedings have been or may be asserted against us relating to the conduct of our currently and formerly owned businesses, including those pertaining to product liability, patent infringement, commercial disputes, government contracting, employment matters, employee and retiree benefits, taxes, environmental matters, health and safety and occupational disease, and stockholder and corporate governance matters. Due to the uncertainties of litigation, we can give no assurance that we will prevail on all claims made against us in the lawsuits that we currently face or that additional claims will not be made against us in the future. While the outcome of litigation cannot be predicted with certainty, and some of these lawsuits, claims or proceedings may be determined adversely to us, we do not believe that the disposition of any such pending matters is likely to have a material adverse effect on our financial condition or liquidity, although the resolution in any reporting period of one or more of these matters could have a material adverse effect on our results of operations for that period. Also, we can give no assurance that any other claims brought in the future will not have a material effect on our financial condition, liquidity or results of operations.

Risks Associated with Insurance Coverage. We have maintained various forms of insurance, including insurance covering claims related to our properties and risks associated with our operations. Our existing property and liability insurance coverages contain exclusions and limitations on coverage. From time-to-time, in connection with renewals of insurance, we have experienced additional exclusions and limitations on coverage, larger self-insured retentions and deductibles, and significantly higher premiums. As a result, in the future our insurance coverage may not cover claims to the extent that it has in the past and the costs that we incur to procure insurance may increase significantly, either of which could have an adverse effect on our results of operations.

Risks Associated with Acquisition and Disposition Strategies. We intend to continue to strategically position our businesses **in order** to improve our ability to compete. Strategies we employ to accomplish this may include seeking new or expanding existing specialty market niches for our products, expanding our global presence, acquiring businesses complementary to existing strengths, and continually evaluating the performance and strategic fit of our existing business units. From time-to-time, management holds discussions with management of other companies to explore acquisitions, joint ventures, and other business combination opportunities as well as possible business unit dispositions. As a result, the relative makeup of the businesses comprising our Company is subject to change. Acquisitions, joint ventures, and other business combinations involve various inherent risks, such as: assessing accurately the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition or other transaction candidates; the potential loss of key personnel of an acquired business; our ability to achieve identified financial and operating synergies, growth or other benefits anticipated to result from an acquisition or other transaction; and unanticipated changes in business and economic conditions affecting an acquisition or other transaction. International acquisitions and other transactions could be affected by export controls, exchange rate fluctuations, domestic and foreign political conditions, changes in tax laws and a deterioration in domestic and foreign economic conditions.

Risks Associated with Government Contracts. Some of our operating units perform contractual work directly or indirectly for the U.S. Government, which requires compliance with laws and regulations relating to the performance of Government contracts. Various claims (whether based on U.S. Government or Company audits and investigations or otherwise) could be asserted against us related to our U.S. Government contract work. Depending on the circumstances and the outcome, such proceedings could result in fines, penalties, compensatory and treble damages or the cancellation or suspension of payments under one or more U.S. Government contracts. Under government regulations, a company, or one or more of its operating divisions or units, can also be suspended or debarred from government contracts based on the results of investigations.

Risks Related to Wide-Spread Public Health Crises. The COVID-19 pandemic, including governmental and other actions taken or restrictions imposed to contain its spread and impact, subjected our operations, financial performance and financial condition to a number of risks. In general, our facilities continued to operate throughout the pandemic with federal and state government approvals because our facilities were deemed essential and critical. However, we experienced, and may again in the context of future similar events experience, the temporary shut-down of facilities. The significant macroeconomic impact of the COVID-19 pandemic and the measures designed to contain its spread also negatively impacted several of the Company's most significant end markets, and our sales to customers in those markets. Additionally, in the context of the COVID-19 pandemic or any future similar event, one or more of our suppliers may not have the materials, capacity, or capability to supply products that we require according to our schedule and specifications. In that case, we may need to seek alternate suppliers, which may be more expensive, may not be available or may result in delays in shipments to us and subsequently to our customers, each of which would affect our business, results of operations, financial condition and/or cash flows. The possibility exists that there could be ongoing impacts to our operations and financial results as a result of COVID-19 or a similar future pandemic, and the ultimate breadth and duration of these trends and their impact on our business is difficult to predict.

Political and Social Turmoil. The war on terrorism as well as political and social turmoil could put pressure on economic conditions in the United States and worldwide. These political, social and economic conditions could make it difficult for us, our suppliers, and our customers to forecast accurately and plan future business activities, and could adversely affect the financial condition of our suppliers and customers and affect customer decisions as to the amount and timing of purchases from us. As a result, our business, financial condition and results of operations could be materially adversely affected.

RISKS ASSOCIATED WITH OUR INDEBTEDNESS; OTHER FINANCIAL AND FINANCIAL ACCOUNTING RISKS

Risks Associated with Indebtedness. Our substantial indebtedness could adversely affect our business, financial condition or results of operations and prevent us from fulfilling our obligations under our outstanding indebtedness. As of **December 31, 2022** **December 31, 2023**, our total consolidated indebtedness was approximately **\$1.7 billion** **\$2.2 billion**. **Our subsidiaries had the ability to borrow an additional approximately \$530 million under our revolving credit facility as of December 31, 2023.** This substantial level of indebtedness increases the risk that we may be unable to generate enough cash to pay amounts due in respect of our indebtedness. Our substantial indebtedness could have important consequences to our stockholders and significant effects on our business. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our outstanding indebtedness;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, our strategic growth initiatives and development efforts and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict us from taking advantage of business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less indebtedness; and
- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other general corporate purposes.

A portion of our indebtedness, including amounts outstanding currently or in the future under our ABL, bear interest at variable rates and, accordingly, subject our business to risk, particularly in a rising interest rate environment. In addition, the agreements that govern our current indebtedness contain, and the agreements that may govern any future indebtedness that we may incur may contain, financial and other restrictive covenants that could limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all of our debt.

Risks Associated with Retirement Benefits. **At December 31, 2022** **On October 17, 2023**, **our defined benefit pension plans were** **we purchased group annuity contracts from an insurer covering** approximately **88%** **funded as calculated in accordance with U.S. generally accepted accounting principles.** **As a result 85% of the American Rescue Plan Act**

(ARPA) enacted in March 2021, the rules governing pension funding calculations changed. Based on current actuarial assumptions, we were not required to make any contributions to our U.S. qualified defined benefit plan obligations. Under these contracts, we transferred the pension plans during fiscal year 2022, obligations and associated assets for the significant majority of our prior contributions have generated a credit balance that may be utilized remaining plan participants to offset future minimum required contributions. We voluntarily contributed \$50 million to these plans in both 2022 and early 2023 to improve the plans' funded position. selected insurance company. Using our long-term weighted average expected rate of return on pension plan assets and other actuarial assumptions, we do not expect to have any significant minimum cash funding requirements to these our pension plans plan for at least the next few ten years. However, these estimates are based on various assumptions and are subject to significant uncertainty, including with respect to the performance of our pension trust assets, and our expectations therefore could prove to be inaccurate. Lower Significantly lower than expected returns on our pension assets could result in great than anticipated otherwise unanticipated pension contribution obligations in the future. Depending on the timing and amount, a requirement that we fund the U.S. qualified defined benefit pension plans plan could have a material adverse effect on our results of operations and financial condition.

Goodwill or Long-Lived Asset Impairments. We have various long-lived assets that are subject to impairment testing. We review the recoverability of goodwill annually, or more frequently whenever significant events or changes in circumstances indicate that the recorded goodwill of a reporting unit may be below that reporting unit's fair value. Our businesses operate in highly cyclical industries, such as commercial aerospace and oil & gas, and as such, our estimates of future cash flows, market demand, the cost of capital, and forecasted growth rates and other factors may fluctuate, which may lead to changes in estimated fair value and, therefore, impairment charges in future periods. For the 2022 fiscal year 2023 annual goodwill impairment evaluation, both of our reporting units with goodwill had fair values that were in excess of carrying value. Additionally, we have a significant amount of property, plant and equipment and acquired intangible assets that may be subject to impairment testing, depending on factors such as market conditions, the demand for our products, and facility utilization levels. Any determination requiring the impairment of a significant portion of goodwill or other long-lived assets has had, and may in the future have, a negative impact on our financial condition and results of operations.

In connection with our December 2020 announcements regarding our plans to cease production of certain lower-margin standard stainless sheet products, our 2020 results included \$1,041.5 million of long-lived asset non-cash impairment charges, primarily related to our HRPF and certain stainless steel melting and finishing operations that are part of the AA&S segment's Brackenridge, Pennsylvania operations. We also recognized an interim goodwill impairment charge of \$287.0 million in the second quarter of 2020 for the partial impairment of goodwill at our Forged Products reporting unit in the HPMC segment based on changes in the timing and amount of expected cash flows resulting from lower projected revenues, including recent disruptions to the global commercial aerospace market resulting from the COVID-19 pandemic, and the increasing uncertainty of near-term demand requirements of aero-engine and airframe markets based on government responses to the pandemic and ongoing interactions with customers.

Internal Controls Over Financial Reporting. 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.

Risks Associated with Our Guidance and Other Targets and Expectations. From time to time, we may announce earnings guidance and other future targets or goals for our business. Such information, which consists of forward-looking statements, is based on our then current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which we operate. Future targets and goals reflect our beliefs and assumptions and our perception of historical trends, then current conditions and expected future developments, as well as other factors appropriate in the circumstances. As such, while sometime presented with numerical specificity, earnings guidance and other statements regarding our future targets and goals are inherently speculative in nature and subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events, including the risks discussed herein. Our actual results can, and likely will, be different, and those differences could be material. There can be no assurance that any targets or goals established by us will be accomplished at the levels or by the dates targeted, if at all. Failure to achieve our targets or goals may have a material adverse effect on our business, financial condition, results of operations or the market price of our securities.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

The Company and its Board recognize the critical significance that cybersecurity has to our operations and the need to continually assess cybersecurity risk and evolve our response in the face of a rapidly and ever-changing environment. We face a range of increasing and evolving cybersecurity threats common to industrial operations and other enterprises, which continue to grow in frequency and scope. See Item 1A, Risk Factors, "Cybersecurity Threats."

The programs and procedures we have implemented to mitigate our exposure to these threats focus on preventing cybersecurity incidents, preserving the confidentiality, security and availability of the information that we generate or collect and store, and effectively responding to cybersecurity incidents if they occur.

Our Comprehensive Program

We take a comprehensive, standards-driven approach to our cybersecurity through an enterprise-wide cybersecurity program aligned with the National Institute on Standards and Technology's Cybersecurity Framework. Our program includes an extensive set of systems, network and application-level controls that protect our corporate data and systems. Our Chief Digital and Information Officer ("CDIO") and our Chief Information Security Officer ("CISO"), each of whom have extensive cybersecurity training and expertise and more than 20 years and 14 years of information technology and cybersecurity experience, respectively, hold primary responsibility within management for assessing, monitoring and managing our cybersecurity risks and program. They are supported by a dedicated, enterprise-wide cybersecurity team that, with the assistance of third-party providers, monitors our program and controls, as well as available cybersecurity intelligence, on a continuous basis to ensure that, as an organization, we are informed of emerging risks, identify specific threats and potential incidents, and promptly escalate the evaluation and management of identified incidents as appropriate. Components of our comprehensive program include, among others:

- **Technical Safeguards.** We deploy technical safeguards that are designed to protect the Company's information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated through vulnerability assessments and cybersecurity threat intelligence.
- **Third-Party Risk Management.** We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties.
- **Program Assessments.** We engage in regular assessments and testing of our policies and procedures, including efforts such as audits and similar assessments, tabletop exercises, threat modelling, vulnerability testing and other procedures focused on evaluating program effectiveness. Additionally, we periodically engage third parties to

perform assessments of our cybersecurity measures, including information security maturity assessments and independent reviews of our information security control environment and operating effectiveness.

- **Education and Awareness.** We conduct a regular program of enterprise-wide communication and training regarding cybersecurity threats and the policies and procedures we have implemented in response. These programs are designed to elevate threat awareness within the Company and equip our employees with the knowledge and access to resources that they need to appropriately respond to and address the cybersecurity risks that we face.
- **Incident Response and Recovery.** We maintain extensive incident response and recovery plans and procedures that provide a documented framework for handling high severity security incidents. These plans ensure the appropriate escalation, evaluation, management and reporting of cybersecurity incidents in a prompt and appropriately cross-functional manner, facilitating coordination across multiple parts of the Company, and are the subject of regular table-top breach simulations and other exercises and evaluations.
- **Insurance Coverage.** We maintain a cybersecurity risk insurance policy to protect the Company against computer-related incidents and losses.

We have not experienced any operational or financial impact as a result of any cybersecurity incident or the cybersecurity risk that we face, and at this time, while the threat of a cybersecurity incident is always present, we view our comprehensive mitigation strategies and procedures as appropriately calibrated safeguards against any material impact to our results of operation and financial condition as a result of a cybersecurity incident and believe that we are prepared to appropriately mitigate and respond to such an incident, should it occur.

Governance

Our Board is actively engaged in the oversight of our digital technology risk management and cybersecurity programs. As part of its program of regular oversight, the Audit and Risk Committee oversees ATI's digital technology and cybersecurity risk. The regular review and assessment of the Company's cybersecurity program and related policies, standards, processes and practices is a fully integrated component of the Company's overall enterprise risk management program, and at least quarterly as a key component of each regularly scheduled meeting, the Committee receives regular reports from our CDIO on the Company's cybersecurity risk profile, the functioning of its cybersecurity program, including with reference to key performance indicators and other specific, quantitative measures, and other digital technology risks.

Item 2. Properties

Our principal domestic facilities for our HPMC segment include melting operations and production facilities that perform processing and finishing operations. Domestic melting operations are located in Monroe and Bakers, NC, and Lockport, NY Richland, WA (vacuum induction melting, vacuum arc re-melt, electro-slag re-melt, plasma melting, electron beam melting). Production of high performance materials, most of which are in long product form, takes place at our domestic facilities in Monroe and Bakers, NC, Lockport, NY, Richburg, SC, and Oakdale, PA. Our production of highly engineered forgings and machined components takes place at facilities in Cudahy, Appleton and Coon Valley, WI, East Hartford, CT, and Irvine, CA. Metal alloy-based additive manufacturing for the aerospace & defense industries takes place in New Britain, CT, CT, and will begin to take place in fiscal year 2024 in our newly leased facility in Fort Lauderdale, Florida.

Within the AA&S segment, our production of zirconium, hafnium, niobium and related specialty alloys takes place at facilities located in Millersburg, OR and Huntsville, AL. Titanium Nickel melting operations are located in Richland, WA (electron beam melting) Lockport, NY (vacuum induction melting, vacuum arc re-melt, and electro-slag re-melt), and titanium melting operations are located in Albany, OR (vacuum arc re-melt). Our principal AA&S locations for melting stainless steel and other flat-rolled specialty materials are located in Brackenridge and Latrobe, PA. Hot-rolling is performed at our domestic facilities in Brackenridge and Washington, PA. Finishing of our flat-rolled products takes place at our domestic facilities located in Vandergrift, Washington, Rochester, Monaca, and Zelienople, PA, and in New Bedford, MA, and Louisville, OH, MA. Additionally, the AA&S segment will benefit from the expanded capabilities at our new Pageland, SC location. Substantially all of our properties are owned.

We also own or lease facilities in a number of foreign countries, including France, Germany, the United Kingdom, Poland, and the People's Republic of China. We own highly engineered forging and machining operations in Stalowa Wola, Poland. Through our STAL joint venture, we operate facilities for finishing PRS products in the Xin-Zhuang Industrial Zone, Shanghai, China.

Our corporate headquarters in Dallas, TX and employee resource center in Pittsburgh, PA are leased.

Although our facilities vary in terms of age and condition, we believe that they have been well maintained and are in sufficient condition for us to carry on our activities. See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for further discussion of these impacts.

Item 3. Legal Proceedings

From time-to-time, time to time, we become involved in various lawsuits, claims and proceedings relating to the conduct of our current and formerly owned businesses, including those pertaining to product liability, environmental, health and safety matters and occupational disease (including as each relates to alleged asbestos exposure), as well as patent infringement, commercial, government contracting, construction, employment, employee and retiree benefits, taxes, environmental, and stockholder and corporate governance matters. While we cannot predict the outcome of any lawsuit, claim or proceeding, our management believes that the disposition of any pending matters is not likely to have a material adverse effect on our financial condition or liquidity. The resolution in any reporting period of one or more of these matters, including those described above, however, could have a material adverse effect on our results of operations for that period.

Information relating to legal proceedings is included in Note 21. Commitments and Contingencies of the Notes to Consolidated Financial Statements and incorporated herein by reference.

ATI Titanium LLC (ATI Titanium), a subsidiary of ATI Inc., was party to a lawsuit captioned US Magnesium, LLC v. ATI Titanium LLC (Case No. 2:17-cv-00923-DB) and filed in federal district court in Salt Lake City, UT, pertaining to a Supply and Operating Agreement between US Magnesium LLC (USM) and ATI Titanium entered into in 2006 (the Supply Agreement). In 2016, ATI Titanium notified USM that it would suspend performance under the Supply Agreement in reliance on certain terms and conditions included in the Supply Agreement. USM subsequently filed a claim challenging ATI Titanium's right to suspend performance under the Supply Agreement. ATI Titanium and USM reached a litigation settlement in 2022 for \$28.5 million, which was paid in the year ended December 31, 2022.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Common Stock Prices

Our common stock is traded on the New York Stock Exchange (symbol ATI). At February 7, 2023 February 2, 2024, there were 2,057 1,861 record holders of ATI Inc. common stock. We do not currently pay a quarterly dividend. The payment of dividends and the amount of such dividends depends upon matters deemed relevant by our Board of Directors, such as our results of operations, financial condition, cash requirements, future prospects, any limitations imposed by law, credit agreements or senior securities, and other factors deemed relevant and appropriate. Our Asset Based Lending (ABL) Credit Facility restricts our ability to pay dividends in certain circumstances. For more information on the restrictions under our ABL facility, see Note 16 of Item 8. "Financial Statements and Supplementary Data."

Sales of Equity Securities

Set forth below is information regarding the Company's stock repurchases during the fourth quarter of 2022, fiscal year 2023, comprised of shares repurchased by ATI under the \$150 million \$75 million repurchase program authorized by the Company's Board of Directors on February 2, 2022 in April 2023 and shares repurchased by ATI from employees to satisfy employee-owned taxes on share-based compensation. In November 2023, our Board of Directors authorized the repurchase of an additional \$150 million of ATI stock. No shares were repurchased under this new program in the fourth quarter of fiscal year 2023.

Period	Total Number of Shares (or Units) Purchased (a)	Average Price Paid per Share (or Unit) (b)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1-31, 2022	18	\$ 27.07	—	\$ 45,129,442
November 1-30, 2022	2,770	\$ 28.74	—	\$ 45,129,442
December 1-31, 2022	1,150,127	\$ 30.45	1,150,127	\$ 10,129,450
Total	1,152,915	\$ 30.44	1,150,127	\$ 10,129,450

Fiscal Period	Total Number of Shares (or Units) Purchased (a)	Average Price Paid per Share (or Unit) (b) (c)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 2-29, 2023	531	\$ 40.56	—	\$ 30,000,006
October 30-November 26, 2023	705,070	\$ 42.69	702,787	\$ —
November 27-December 31, 2023	—	\$ —	—	\$ 150,000,000
Total	705,601	\$ 42.69	702,787	\$ 150,000,000

(a) Includes shares repurchased by ATI from employees to satisfy employee-owned taxes on share based share-based compensation.

(b) Share repurchases are inclusive of amounts for any relevant commissions.

(c) Excludes excise taxes incurred on share repurchases.

Cumulative Total Stockholder Return

The graph set forth below shows the cumulative total stockholder return (i.e., price change plus reinvestment of dividends) on our common stock from December 31, 2017 December 31, 2018 through December 31, 2022 December 31, 2023, as compared to the S&P 500 Index, the S&P MidCap 400 Industrials Index and the Russell 2000 Index. The graph assumes that \$100 was invested on December 31, 2017 December 31, 2018. The stock performance information included in this graph is based on historical results and is not necessarily indicative of future stock price performance.

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Company / Index	Company / Index	Dec 2017	Dec 2018	Dec 2019	Dec 2020	Dec 2021	Dec 2022	Company / Index	Dec 2018	Dec 2019	Dec 2020	Dec 2021	Dec 2022	Dec 2023
ATI	ATI	100.00	90.18	85.58	69.47	65.99	123.70	ATI	100.00	94.90	77.03	73.17	137.16	208.87
S&P 500 Index	S&P 500 Index	100.00	95.62	125.72	148.85	191.58	156.88	S&P 500 Index	100.00	131.49	155.68	200.37	164.08	207.21
S&P MidCap 400 Industrials Index	S&P MidCap 400 Industrials Index	100.00	85.11	113.67	132.41	170.07	150.52	S&P MidCap 400 Industrials Index	100.00	133.55	155.57	199.82	176.84	232.43

Gross profit % of sales	Gross profit % of sales	18.6 %	11.9 %	Gross profit % of sales	19.2 %	18.6 %	11.9 %
Operating income	Operating income	\$ 287.3	\$ 117.6				
Income before income taxes	Income before income taxes	\$ 162.0	\$ 10.6				
Net income (loss)		\$ 130.9	\$ (38.2)				
Diluted net income (loss) per common share		\$ 0.96	\$ (0.30)				
Net income attributable to ATI							
Diluted net income attributable to ATI per common share							

¹Fiscal years ended January 1, 2023 and January 2, 2022 reflect the change in accounting principle as described in Note 1 of the Notes to the Consolidated Financial Statements.

Our major accomplishments during 2022 fiscal year 2023 include the following:

- A return to profitability after a net loss in 2021, ATI delivered strong results for fiscal year 2023 as demand for our differentiated materials accelerates. We finished the year strong with 2022 net income of \$131 million. Sales the highest quarterly revenue for fiscal year 2023 in the fourth quarter, 2022 were over marking the sixth quarter in a row exceeding \$1 billion and net income was \$77 million. These results were driven by improved demand in key end the highest quarterly revenue since the second quarter of fiscal year 2019. Sales to the aerospace and defense markets led by commercial jet engine products. For reached 59% of our sales for the full fiscal year 2022. Adjusted EBITDA margins were 14.3%, a 390 basis point improvement from full 2023, up 10 percentage points over the prior year, 2021. as we are progressing quickly towards our goal of 65% of sales to these markets.
- With Growth in the AA&S business transformation and footprint consolidation nearly complete, we are well positioned for continued future profitable growth. In 2022, AA&S's sales increased 33% to over \$2 billion. Aerospace aerospace and defense related markets drove strong results in our HPMC segment, with sales up 29% and HPMC EBITDA up 43% in fiscal year 2023 compared to fiscal year 2022. EBITDA margins in this segment improved by 200 basis points to 20.5% in fiscal year 2023. Full fiscal year 2023 commercial airframe product sales in this segment increased 87% were up 90% year over year, reflecting the strong demand for our materials as the aerospace ramp continues.
- Sales of titanium products reached 17% of total sales in fiscal year 2023, up from 11% in the prior year, as these products remain a focal point across the aerospace & defense industry. We restarted a significant amount of titanium melt capacity in Albany, OR in fiscal year 2023, and we are on track for the first melt in the fourth quarter of fiscal year 2024 at our Richland, Washington facility. When our Richland, Washington expansion is at full production in late fiscal year 2025, our total titanium melt capacity is expected to \$556 million. Stronger sales volumes and the improved product mix led to AA&S EBITDA margin expansion exceeding 300 basis points compared to 2021. be 80% greater than our fiscal year 2022 titanium melt capacity.
- We generated positive cash flow of \$225 million \$85.9 million from operating activities in 2022, while supporting a \$68 million increase in fiscal year 2023, despite making contributions of \$272 million to our U.S. qualified defined benefit pension plans. Continued efforts to focus on operational improvements are positively impacting the inventory intensity of our business and alleviating the required investment of managed working capital and making in our growing business. Managed working capital as a \$50 million contribution to ATI's U.S. defined benefit pension trust. As a result percent of our constant focus on our financial condition, we sales was 31.1% as of December 31, 2023. We ended the year with \$584 million \$744 million of cash on hand and over \$1 billion of total liquidity including the undrawn capacity under our asset-based lending facility.
- On May 12, 2022, in the fourth quarter, we completed the sale transferred approximately 85% of the Sheffield, UK operations, which was previously part of the HPMC segment. With more than 80% of the operation's \$36 million 2021 sales focused on the oil and gas markets, it was not well-aligned with ATI's strategic focus on the aerospace and defense markets. This divestiture also removed all obligations for a UK our U.S. qualified defined benefit pension plan.
- On September 9, 2022 plan obligations and related assets to a third-party insurance company through the purchase of group annuity contracts. Under these contracts, we transferred the pension obligations and associated assets for approximately 8,200 plan participants to the selected insurance company. After these actions, our U.S. qualified defined benefit pension plan includes approximately 1,980 participants. In addition, as of December 31, 2023, our U.S. qualified defined benefit pension plan is 114% funded on a financial reporting basis. As a result, based on current actuarial assumptions, we are not anticipating any significant required cash contributions in at least the Company amended and restated its Asset Based Lending (ABL) Credit Facility, which extended the ABL facility, including the \$200 million term loan, through September 2027 and included an increase of \$100 million in the revolving credit facility, to \$600 million, and continued a letter of credit sub-facility of up to \$200 million.
- We continued to reduce our next ten years. Our consolidated net pension liability, which inclusive of obligations related to our qualified and nonqualified defined benefit pension plans, was \$219 million \$9 million, or 88% 97% funded on a financial reporting basis, as of December 31, 2022, a substantial significant improvement over the \$396 million, compared to a \$219 million liability, or 84% 88% funded position, at January 1, 2023.
- We repurchased 2 million shares of ATI stock for \$85 million in fiscal year 2023, using all the end remaining \$150 million and \$75 million under the plans approved by our Board of 2021 Directors in fiscal years 2022 and 2023, respectively. In addition, in November 2023, our Board of Directors authorized the repurchase of an additional \$150 million of ATI stock.
- In August 2023, we issued \$425 million aggregate principal amount of 7.25% Senior Notes due 2030 (2030 Notes). The net proceeds from this issuance were used to cash contributions fund ATI's U.S. qualified defined benefit pension plan in order to facilitate the pension trust and benefits from higher discount rates at year-end 2022, derisking strategy discussed above.

Results of Operations

Fiscal Year 2023 Compared to Fiscal Year 2022

Results for fiscal year 2023 included sales of \$4.17 billion and income before tax of \$295.2 million, compared to sales of \$3.84 billion and income before tax of \$354.6 million in fiscal year 2022. Our gross profit was \$802.6 million, or 19.2% of sales, an \$88 million increase compared to fiscal year 2022. Our results for fiscal year 2023 reflect a significant

increase in demand for commercial aerospace products despite softness in general industrial end markets. Gross profit in fiscal year 2022 included \$34 million of benefits from management actions to access available grants and other forms of COVID-19 relief available from previously-enacted U.S. legislation.

Results for fiscal year 2023 included \$104.3 million of net pre-tax charges, which consisted of the following:

- \$0.6 million loss on the sale of our Northbrook, IL operations.
- \$35.2 million of restructuring and other charges, consisting of \$11.5 million of start up costs, \$14.1 million primarily for asset write-offs associated with the restructuring of our European operations and the closure of our Robinson, PA operations, \$1.9 million of costs associated with an unplanned outage at our Lockport, NY melt facility, and \$7.7 million of severance-related charges primarily for the restructuring of our European operations and involuntary reductions across ATI's domestic operations in conjunction with our continued transformation.
- \$41.7 million pension settlement loss associated with actions taken as part of our pension derisking strategy. On October 17, 2023, we completed a voluntary cash out for term vested employees and annuity buyouts covering 8,200 U.S. qualified defined benefit pension plan participants.
- \$26.8 million of pension remeasurement losses for the immediate recognition in earnings of the actuarial gains/losses from the remeasurement of the projected benefit obligation and plan assets for defined benefit pension plans in accordance with our newly adopted accounting principle. These losses are from the remeasurements of these plans in the fourth quarter of fiscal year 2023.

Results for fiscal year 2022 also included \$27.9 million of net pre-tax charges which consisted of the following:

- \$105.4 million in losses, net, primarily associated with the sale of the Sheffield, UK business which was sold in May 2022 for a \$112.2 million loss. This loss was partially offset by a gain on the sale of our Pico Rivera, CA operations.
- \$23.7 million of costs associated with restructuring and other charges, consisting of a \$28.5 million charge associated with the settlement of litigation related to the 2016 idling of the Rowley, UT titanium sponge facility, partially offset by severance-related reserve reductions based on changes in planned operating rates and revised workforce estimates.
- \$100.3 million of pension remeasurement gains from the annual remeasurement of these plans in the fourth quarter of fiscal year 2022.
- \$0.9 million of credits associated with restructuring activities at the A&T Stainless joint venture.

All of these items discussed are excluded from segment EBITDA and are included in operating income on the consolidated statements of operations, with the exception of the pension related gains and losses in fiscal years 2023 and 2022 as well as the litigation charge and the restructuring credit for the A&T Stainless joint venture in fiscal year 2022. Operating income was \$466.4 million for fiscal year 2023, compared to \$316.1 million for fiscal year 2022.

Nonoperating items included \$79.7 million in nonoperating retirement benefit expense in fiscal year 2023, compared to income of \$138.4 million in the prior year. Nonoperating retirement benefit expense/income includes the \$41.7 million pension settlement loss in fiscal year 2023, as well as a \$26.8 million pension remeasurement loss and \$100.3 million pension remeasurement gain in fiscal years 2023 and 2022, respectively, discussed above. Other (nonoperating) income/expense in fiscal year 2022 includes the \$28.5 million litigation charge and \$0.9 million of credits associated with restructuring activities at the A&T Stainless joint venture discussed above. Other (nonoperating) income/expense in fiscal year 2022 also includes a \$9.9 million benefit from the A&T Stainless joint venture's settlement of Section 232 claims, which is included in AA&S segment results.

Results in fiscal year 2023 included a \$128.2 million income tax benefit. As of December 31, 2023, we determined that we were no longer in a three year cumulative loss position and a substantial portion of our income tax valuation allowances were no longer required, resulting in a \$140.3 million discrete tax benefit. Results for fiscal year 2022 included \$15.5 million of income tax expense, primarily attributable to the Company's foreign operations and state income tax expense associated with states that limit net operating loss utilization. Net income attributable to ATI was \$410.8 million, or \$2.81 per share, in fiscal year 2023, compared to \$323.5 million, or \$2.23 per share, for fiscal year 2022.

Adjusted EBITDA was \$634.6 million, or 15.2% of sales, for fiscal year 2023, and \$612.8 million, or 16.0% of sales, for fiscal year 2022. EBITDA and Adjusted EBITDA are measures utilized by ATI that we believe are useful to investors because these measures are commonly used to analyze companies on the basis of operating performance, leverage and liquidity. Furthermore, analogous measures are used by industry analysts to evaluate operating performance. EBITDA and Adjusted EBITDA are non-GAAP measures and are not intended to represent, and should not be considered more meaningful than, or as alternatives to, a measure of operating performance as determined in accordance with U.S. generally accepted accounting principles (U.S. GAAP). We categorically define EBITDA as income from continuing operations before interest and income taxes, plus depreciation and amortization, goodwill impairment charges and debt extinguishment charges. We categorically define Adjusted EBITDA as EBITDA excluding significant non-recurring charges or credits, restructuring charges/credits, strike related costs, long-lived asset impairments, pension remeasurement gains and losses, and other postretirement/pension curtailment and settlement gains and losses. EBITDA and Adjusted EBITDA are not intended to be measures of free cash flow for management's discretionary use, as they do not consider certain cash requirements such as interest payments, tax payments and capital expenditures. See the Financial Condition and Liquidity section of Management's Discussion and Analysis for a reconciliation of amounts reported under U.S. GAAP to these non-GAAP measures.

Fiscal Year 2022 Compared to Fiscal Year 2021

Results for fiscal year 2022 included sales of \$3.84 billion and income before tax of \$162.0 million \$354.6 million, compared to sales of \$2.80 billion and income before tax of \$10.6 million \$233.4 million in fiscal year 2021. Our gross profit in fiscal year 2022 was \$714.2 million, or 18.6% of sales, a \$381 million increase compared to fiscal year 2021, as the momentum in our core markets drove profitable growth across the enterprise. Results in fiscal year 2022 include included \$34 million of benefits from management actions to access available grants and other forms of COVID-19 relief available from previously-enacted U.S. legislation. These benefits included \$17 million of a \$22 million grant under the Aviation Manufacturing Jobs Protection (AMJP) program for our operations in the HPMC segment, which helped fund ongoing wage and benefit costs for a six-month period through May 2022, and \$17 million in employee retention credits applicable across all of ATI's domestic operations, largely for preserving jobs throughout the global pandemic-related economic downturn. Results for fiscal year 2022 also included \$157.0 million \$27.9 million of net pre-tax charges which consisted of the following:

- \$134.2 105.4 million in losses, net, primarily associated with the sale of the Sheffield, UK business which was sold in May 2022 for a \$141 million \$112.2 million loss. This business is reported as part of the HPMC segment through the date of sale and had sales of \$36 million and a net loss before tax of \$9 million \$7 million in fiscal year 2021. This loss was partially offset by a gain on the sale of our small Pico Rivera, CA operations.
- \$23.7 million of costs associated with restructuring and other charges, consisting of a \$28.5 million charge associated with the settlement of litigation related to the 2016 idling of the Rowley, UT titanium sponge facility, partially offset by severance-related reserve reductions based on changes in planned operating rates and revised work force workforce estimates.

- \$100.3 million of pension remeasurement gains from the annual remeasurement of these plans in the fourth quarter of fiscal year 2022.

- \$0.9 million of credits associated with restructuring activities at the A&T stainless joint venture.

Results for fiscal year 2021 included \$39.5 million \$107.7 million of net pre-tax charges benefits which consisted of the following:

- \$65.5 million debt extinguishment charge related to the redemption of our \$500 million of 5.875% Senior Notes due 2023 (2023 notes);
- \$63.2 million of strike-related costs arising from the 3 ½ month work stoppage by the USW, following expiration of a CBA, which began in March 2021, and predominantly impacted AA&S segment operations. A new CBA was ratified in July 2021. Strike-related costs primarily consisted of overhead costs recognized in the period due to below normal operating rates, higher costs for outside conversion activities, and signing bonuses for represented employees following CBA ratification;
- \$64.9 million retirement benefit settlement gain for a plan termination that eliminated certain postretirement medical benefit liabilities as a result of the new USW CBA;
- \$13.8 million gain on the sale of our Flowform Products business, which was sold for \$55 million in cash in August 2021. This business is reported as part of the HPMC segment through the date of sale. Flowform Products' sales were \$26 million in fiscal year 2020;
- \$10.5 million of net credits for restructuring and other charges, consisting of \$11.3 million of restructuring credits primarily for a reduction in severance-related reserves based on changes in planned operating rates and revised workforce reduction estimates, partially offset by \$0.8 million for inventory valuation reserves classified in cost of sales on the consolidated statement of operations.
- \$147.2 million of pension remeasurement gains from the annual remeasurement of these plans in the fourth quarter of fiscal year 2021.

All of these items discussed above are excluded from segment EBITDA. The net loss on sale of the businesses in fiscal year 2022, restructuring charges/credits and strike-related costs are included in operating income on the consolidated statements of operations, which was \$287.3 million \$316.1 million for fiscal year 2022, compared to \$117.6 million for fiscal year 2021.

Nonoperating items included \$25.4 million \$138.4 million in nonoperating retirement benefit expense income in fiscal year 2022, compared to income of \$37.2 million \$260.0 million in the prior year, reflecting the \$100.3 million and \$147.2 million of pension remeasurement gains in fiscal years 2022 and 2021, respectively, and the \$64.9 million retirement benefit settlement gain in fiscal year 2021. Other (nonoperating) income/expense in fiscal year 2022 includes a \$28.5 million litigation settlement charge discussed above partially offset by a \$9.9 million benefit from the A&T Stainless joint venture's settlement of Section 232 claims, which is included in AA&S segment results. Other (nonoperating) income/expense in fiscal year 2021 includes a \$65.5 million debt extinguishment charge and the \$13.8 million gain on the sale of the Flowform Products business discussed above.

Results for fiscal year 2022 included \$15.5 million of income tax expense, primarily attributable to the Company's foreign operations and state income tax expense associated with states that limit net operating loss utilization. ATI continues continued to maintain a valuation allowance on its U.S. deferred tax assets; assets in fiscal year 2022. Results for fiscal year 2021 include \$26.8 million of income tax expense, primarily for \$15.5 million in discrete tax effects related to the retirement benefit settlement gain. Net income attributable to ATI was \$130.9 million \$323.5 million, or \$0.96 \$2.23 per share, in fiscal year 2022, compared to a net loss income attributable to ATI of \$38.2 million \$184.6 million, or (\$0.30) \$1.32 per share, for fiscal year 2021.

Adjusted EBITDA was \$549.3 million \$612.8 million, or 14.3% 16.0% of sales, for fiscal year 2022, and \$290.9 million \$366.5 million, or 10.4% 13.1% of sales, for fiscal year 2021. EBITDA and Adjusted EBITDA are measures utilized by ATI that we believe are useful to investors because these measures are commonly used to analyze companies on the basis of operating performance, leverage and liquidity. Furthermore, analogous measures are used by industry analysts to evaluate operating performance. EBITDA and Adjusted EBITDA are non-GAAP measures and are not intended to represent, and should not be considered more meaningful than, or as alternatives to, a measure of operating performance as determined in accordance with U.S. generally accepted accounting principles (U.S. GAAP). We categorically define EBITDA as income from continuing operations before interest and income taxes, plus depreciation and amortization, goodwill impairment charges and debt extinguishment charges. We categorically define Adjusted EBITDA as EBITDA excluding significant non-recurring charges or credits, restructuring charges/credits, strike related costs, long-lived asset impairments, pension remeasurement gains and losses, and other postretirement/pension curtailment and settlement gains and losses. EBITDA and Adjusted EBITDA are not intended to be measures of free cash flow for management's discretionary use, as they do not consider certain cash requirements such as interest payments, tax payments and capital expenditures. See the Liquidity Financial Condition and Financial Condition Liquidity section of Management's Discussion and Analysis for a reconciliation of amounts reported under U.S. GAAP to these non-GAAP measures.

Results by Business Segment

During 2022, fiscal year 2023, we operated in two business segments, HPMC and AA&S, and management evaluates financial results on this basis. Full fiscal year 2023 HPMC sales increased 29% compared to fiscal year 2022, as sales to the aerospace & defense markets in the HPMC segment were 36% higher than fiscal year 2022, due to improvements in the commercial aerospace market. Full fiscal year 2023 AA&S sales decreased 6% reflecting softness in general industrial end markets, offset by a 24% increase in the aerospace & defense markets. Full fiscal year 2022 HPMC sales increased 42% compared to fiscal year 2021, as a 58% increase in the aerospace and defense market sales was partially offset by a 17% decrease in sales to energy markets. Fourth quarter 2022 HPMC sales were 42% higher than the fourth quarter 2021, as commercial aerospace end markets return to pre-COVID demand levels. Full fiscal year 2022 AA&S sales increased 33% compared to fiscal year 2021 reflecting the benefits of the transformation and the strength of the aerospace and defense markets.

markets. Fourth quarter 2022 AA&S sales were 25% higher than the fourth quarter 2021 as aerospace and defense sales increased by 100%.

Total segment EBITDA was \$623.8 million \$710.2 million, or 16.3% 17.0% of sales, in 2022, fiscal year 2023, compared to total segment EBITDA of \$351.6 million \$678.7 million, or 12.6% 17.7% of sales, in fiscal year 2022 and \$417.1 million, or 14.9% of sales, in fiscal year 2021. Our measure of segment EBITDA, which we use to analyze the performance and results of our business segments, categorically excludes all effects of income taxes, depreciation and amortization, corporate expenses, net interest expense, closed operations and other expenses, charges for goodwill and asset impairments, restructuring and other charges, strike-related costs, pension remeasurement gains/losses, debt extinguishment charges and gains or losses on asset sales and sales of businesses. Results on our management basis of reporting were as follows (in millions):

Fiscal Year Ended			
		December 31,	December 31,
		Fiscal Year Ended	
		Fiscal Year Ended	

		December 31,				December 31,		January 1,		January 2,	
		2022	2021	2023		2023*	2022*				
Sales:	Sales:										
High Performance Materials & Components											
High Performance Materials & Components											
High Performance Materials & Components	High Performance Materials & Components	\$ 1,641.2	\$1,155.1								
Advanced Alloys & Solutions	Advanced Alloys & Solutions	2,194.8	1,644.7								
Total external sales	Total external sales	\$ 3,836.0	\$2,799.8								
EBITDA:	EBITDA:										
EBITDA:											
High Performance Materials & Components											
High Performance Materials & Components											
High Performance Materials & Components	High Performance Materials & Components	\$ 296.0	\$ 159.9								
% of Sales	% of Sales	18.0 %	13.8 %	% of Sales	20.5 %	18.5 %	14.7 %				
Advanced Alloys & Solutions	Advanced Alloys & Solutions	327.8	191.7								
% of Sales	% of Sales	14.9 %	11.7 %	% of Sales	13.5 %	17.1 %	15.0 %				
Total segment EBITDA	Total segment EBITDA	623.8	351.6								
% of Sales	% of Sales	16.3 %	12.6 %	% of Sales	17.0 %	17.7 %	14.9 %				
Corporate expenses	Corporate expenses	(62.4)	(55.9)								
Closed operations and other expenses	Closed operations and other expenses	(12.1)	(4.8)								
Corporate expenses											
Corporate expenses											
Closed operations and other income (expenses)											
Total ATI Adjusted EBITDA	Total ATI Adjusted EBITDA	549.3	290.9								
Depreciation & amortization											
Depreciation & amortization											
Depreciation & amortization	Depreciation & amortization	(142.9)	(143.9)								
Interest expense, net	Interest expense, net	(87.4)	(96.9)								

Restructuring and other credits (charges)	Restructuring and other credits (charges)	(23.7)	10.5
Strike related costs	Strike related costs	—	(63.2)
Retirement benefit settlement gain		—	64.9
Retirement benefit settlement gain (loss)			
Pension remeasurement gain (loss)			
Joint venture restructuring credit	Joint venture restructuring credit	0.9	—
Debt extinguishment charge	Debt extinguishment charge	—	(65.5)
Gains (losses) on asset sales and sale of business, net	Gains (losses) on asset sales and sale of business, net	(134.2)	13.8
	Income		
Income before income taxes	Income before income taxes	\$ 162.0	\$ 10.6

*Fiscal years ended January 1, 2023 and January 2, 2022 reflect the change in accounting principle as described in Note 1 of the Notes to the Consolidated Financial Statements.

As part of managing the liquidity performance of our business, we focus on controlling managed working capital, Managed Working Capital, which is defined as gross accounts receivable, short-term contract assets and gross inventories, less accounts payable and short-term contract liabilities. In measuring performance in controlling this managed working capital, we exclude the effects of inventory valuation reserves and reserves for uncollectible accounts receivable when computing this non-GAAP performance measure, which due is not intended to their nature, are managed separately. replace Working Capital or to be used as a measure of liquidity. We measure managed working capital assess Managed Working Capital performance as a percentage of the prior three months annualized sales to evaluate the asset intensity of our performance based on recent levels of business volume. business. In 2022, managed working capital decreased fiscal year 2023, Managed Working Capital increased to 30.1% 31.1% of annualized total ATI sales compared to 37.5% 30.1% of annualized sales at December 31, 2021, reflecting the Company's ongoing efforts to improve managed working capital efficiency as well January 1, 2023. The Managed Working Capital increase was impacted by increased inventory levels in fiscal year 2023 as a higher level result of sales, additional melt capacity coming on line and increased production levels. The \$67.5 million \$106.7 million increase in overall managed working capital in 2022 fiscal year 2023 is detailed in the table below. Days sales outstanding, which measures actual collection timing for accounts receivable, modestly improved at year-end 2022 by 7% as of December 31, 2023 compared to 2021, fiscal year 2022. Gross inventory turns improved by 13% as of December 31, 2023 remained consistent with January 1, 2023 as continued efforts to focus on operational improvements are positively impacting the inventory intensity of our business and alleviating the required investment of managed working capital in 2022 compared to 2021, as improved inventory flow across our operations was an area of significant management focus in 2022. Accounts payable increased as a result of increased business volumes in 2022 and capital expenditures related to strategic projects that remained in accounts payable at December 31 2022.

growing business.

The computations of Managed Working Capital at December 31, 2022 December 31, 2023 and 2021, January 1, 2023 reconciled to the financial statement line items as computed under U.S. GAAP, were as follows.

(In millions)	(In millions)	December 31, 2022	December 31, 2021	(In millions)	December 31, 2023	January 1, 2023
Accounts receivable	Accounts receivable	\$ 579.2	\$ 470.0			
Short-term contract assets	Short-term contract assets	64.1	53.9			
Inventory	Inventory	1,195.7	1,046.3			
Accounts payable	Accounts payable	(553.3)	(375.5)			
Short-term contract liabilities	Short-term contract liabilities	(149.1)	(116.2)			
Subtotal	Subtotal	1,136.6	1,078.5			

Allowance for doubtful accounts	Allowance for doubtful accounts	7.7	3.8						
Inventory reserves	Inventory reserves	70.9	65.4						
Managed working capital	Managed working capital	\$1,215.2	\$1,147.7						
Annualized prior 3 months sales	Annualized prior 3 months sales	\$4,041.9	\$3,061.5						
Managed working capital as a % of annualized sales	Managed working capital as a % of annualized sales	30.1 %	37.5 %	Managed working capital as a % of annualized sales	31.1 %			30.1 %	
December 31, 2022 change in managed working capital		\$ 67.5							
December 31, 2023 change in managed working capital									

Comparative information for our overall revenues (in millions) by end market, including divested businesses prior to sale, and their respective percentages of total revenues is as follows:

Fiscal Year												
Market	Market	2022	2021	Market	2023		2022		2021			
Aerospace & Defense:	Aerospace & Defense:											
Jet Engines- Commercial	Jet Engines- Commercial											
Jet Engines- Commercial	Jet Engines- Commercial	\$1,063.5	28 %	\$ 517.2	19 %	\$1,333.5	32	32 %	\$1,063.5	28	28 %	\$517.2
Airframes- Commercial	Airframes- Commercial	468.9	12 %	262.7	9 %	739.4	18	18 %	468.9	12	12 %	2
Defense	Defense	341.2	9 %	352.8	13 %	401.9	9	9 %	341.2	9	9 %	3
Total Aerospace & Defense	Total Aerospace & Defense	1,873.6	49 %	1,132.7	41 %	2,474.8	59	59 %	1,873.6	49	49 %	1,1
Energy:	Energy:											
Oil & Gas	Oil & Gas	476.7	13 %	332.3	12 %							
Oil & Gas	Oil & Gas					414.6		10 %	476.7		13 %	332.3
Specialty Energy	Specialty Energy	276.6	7 %	259.6	9 %	273.2	7	7 %	276.6	7	7 %	2
Total Energy	Total Energy	753.3	20 %	591.9	21 %	687.8	17	17 %	753.3	20	20 %	5
Automotive	Automotive	302.1	8 %	305.1	11 %	210.7	5	5 %	302.1	8	8 %	3
Medical	Medical					176.9		4 %	163.1		4 %	131.5
Construction/Mining	Construction/Mining					162.9		4 %	176.4		5 %	122.2
Electronics	Electronics	200.0	5 %	215.1	8 %	159.9	4	4 %	200.0	5	5 %	2
Construction/Mining	Construction/Mining	176.4	5 %	122.2	4 %							
Medical	Medical	163.1	4 %	131.5	5 %							
Food Equipment & Appliances	Food Equipment & Appliances	158.5	4 %	153.1	5 %	71.9	2	2 %	158.5	4	4 %	1
Other	Other	209.0	5 %	148.2	5 %	228.8	5	5 %	209.0	5	5 %	1
Total	Total	\$3,836.0	100 %	\$2,799.8	100 %	\$4,173.7	100	100 %	\$3,836.0	100	100 %	\$2,7

Comparative information for our major products, including divested businesses prior to sale, based on their percentages of revenues is as follows. We no longer report standard stainless product sales as a separate product category. Prior period information includes these sales within the nickel-based alloys Hot-Rolling and specialty alloys category. HRPF Processing Facility (HRPF) conversion service sales in the AA&S segment are excluded from this presentation.

For the Years Ended December 31,	2022	2021	Fiscal Year			Fiscal Year		
			2023	2022	2021	2023	2022	2021

Nickel-based alloys and specialty alloys	Nickel-based alloys and specialty alloys	52 %	43 %	Nickel-based alloys and specialty alloys	49 %	52 %	43 %
Precision forgings, castings and components	Precision forgings, castings and components	15 %	16 %	Precision forgings, castings and components	17 %	15 %	16 %
Titanium and titanium-based alloys				Titanium and titanium-based alloys	17 %	11 %	12 %
PRS products	PRS products	14 %	19 %	PRS products	10 %	14 %	19 %
Titanium and titanium-based alloys		11 %	12 %				
Zirconium and related alloys	Zirconium and related alloys	8 %	10 %	Zirconium and related alloys	7 %	8 %	10 %
Total	Total	100 %	100 %	Total	100 %	100 %	100 %

Sales by geographic area (in millions), including divested businesses prior to sale, and as a percentage of total sales, were as follows:

For the Years Ended		December 31,		2022		2021											
				2022		2021											
				2023		2022		2021									
				2023		2022		2021									
United States	United States	\$2,218.6	58 %	\$1,534.9	55 %	\$2,250.8	54	54 %	\$2,218.6	58	58 %	\$1,534.9	55	55 %			
Europe	Europe	785.2	20 %	475.1	17 %	1,051.0	25	25 %	785.2	20	20 %	475.1	17	17 %			
Asia	Asia	641.6	17 %	593.8	21 %	591.9	14	14 %	641.6	17	17 %	593.8	21	21 %			
Canada	Canada	87.4	2 %	75.9	3 %	111.0	3	3 %	87.4	2	2 %	75.9	3	3 %			
Other	Other	103.2	3 %	120.1	4 %	169.0	4	4 %	103.2	3	3 %	120.1	4	4 %			
Total sales	Total sales	\$3,836.0	100 %	\$2,799.8	100 %	\$4,173.7	100	100 %	\$3,836.0	100	100 %	\$2,799.8	100	100 %			

Information with respect to our business segments follows.

High Performance Materials & Components

		Fiscal Year															
		Fiscal Year															
		Fiscal Year															
(In millions)																	
(In millions)																	
(In millions)																	
Sales to external customers	Sales to external customers			2022		% Change		2021									
				\$		42		\$									
Sales to external customers				1,641.2				1,155.1									
Sales to external customers																	
Segment EBITDA																	
Segment EBITDA																	
Segment EBITDA	Segment EBITDA			\$		296.0		85		%		\$		159.9			
Segment EBITDA as a percentage of sales	Segment EBITDA as a percentage of sales					18.0		%						13.8		%	

Segment EBITDA as a percentage of sales									
Segment EBITDA as a percentage of sales									
International sales as a percentage of sales	International sales as a percentage of sales			54.7	%			50.5	%
International sales as a percentage of sales									
International sales as a percentage of sales									

Our HPMC segment produces a wide range of high performance materials, including titanium and titanium-based alloys, nickel- and cobalt-based alloys and superalloys, advanced powder alloys and other specialty materials, in long product forms such as ingot, billet, bar, rod, wire, shapes and rectangles, and seamless tubes, plus precision forgings, components, and machined parts.

2022 Fiscal Year 2023 Compared to 2021 Fiscal Year 2022

Sales of \$1.64 billion \$2.12 billion for the HPMC segment in 2022 fiscal year 2023 increased 42% 29% compared to 2021, fiscal year 2022, reflecting increasing commercial aerospace demand. Sales to the commercial aerospace & defense markets, which were 80% of 2022 HPMC sales, were 58% higher, market increased 39%, reflecting an 89% a 29% increase in commercial aerospace sales, partially offset by a 29% decrease jet engines and 90% increase in defense airframe sales. Sales of next generation jet engine products represented 54% of total 2022 HPMC jet engine product sales to the energy markets decreased 30%, due to both lower oil and were 131% higher than 2021 levels. In May 2022, we sold our Sheffield, UK operations, which included facilities for melting gas and re-melting, machining and bar mill operations, and had \$36 million in sales in 2021. This business was reported as part of the HPMC segment through the date of sale. The divestiture is not expected to have a material impact on future HPMC results, specialty energy sales.

Comparative information for our HPMC segment revenues (in millions) by market, the respective percentages of overall segment revenues for the fiscal years ended 2023 and 2022, and 2021, and the percentage change in revenues by market for 2022 fiscal year 2023 is as follows:

Fiscal Year									
Market	Market	2022		2021		Change		2023	2022
Aerospace & Defense:	Aerospace & Defense:								
Jet Engines- Commercial	Jet Engines- Commercial								
Jet Engines- Commercial	Jet Engines- Commercial	\$ 975.7	59 %	\$ 480.9	42 %	\$494.8	103 %	\$1,255.3	\$975.7
Airframes- Commercial	Airframes- Commercial	184.1	11 %	132.8	11 %	51.3	39 %	350.6	184.1
Defense	Defense	158.2	10 %	221.8	19 %	(63.6)	(29)%	181.0	158.2
Total Aerospace & Defense	Total Aerospace & Defense	1,318.0	80 %	835.5	72 %	482.5	58 %	1,786.9	1,318.0
Energy:	Energy:								
Oil & Gas	Oil & Gas								
Oil & Gas	Oil & Gas	35.0	2 %	42.2	3 %	(7.2)	(17)%	10.6	35.0
Specialty Energy	Specialty Energy	113.6	7 %	136.1	12 %	(22.5)	(17)%	93.9	113.6
Total Energy	Total Energy	148.6	9 %	178.3	15 %	(29.7)	(17)%	104.5	148.6
Medical	Medical	73.2	4 %	60.3	5 %	12.9	21 %	102.6	73.2
Construction/Mining	Construction/Mining	34.1	2 %	24.0	2 %	10.1	42 %	35.0	34.1
Other	Other	67.3	5 %	57.0	6 %	10.3	18 %	91.2	67.3
Total	Total	\$1,641.2	100 %	\$1,155.1	100 %	\$486.1	42 %	\$2,120.2	\$1,641.2

We utilize LTAs for our specialty materials, including powders, parts and components, with certain of our customers, including several aerospace market OEMs, to reduce their supply uncertainty. These LTAs, which are expected to drive HPMC's growth trajectory for the next several years, cover sales of ATI's specialty materials, parts and components used in both next-generation and legacy aircraft platforms, including jet engines. Our LTAs include a titanium products supply agreement for aircraft airframes and structural components with The Boeing Company (Boeing), which was extended in fiscal year 2021. This LTA covers value-added titanium products and provides opportunity for greater use of ATI's next generation and advanced titanium alloys in both long product and flat-rolled product forms, including highly engineered titanium forged products, forms. The agreement includes both long-product forms that are manufactured within the HPMC segment, and a significant amount of plate products that are manufactured utilizing assets of both the HPMC and AA&S segments. Revenues and profits associated with these titanium products covered by the Boeing LTA are included primarily in the results for the HPMC segment.

We have LTAs with GE Aviation and Snecma (Safran) to supply premium titanium alloys, nickel-based alloys, and vacuum-melted specialty alloys products for commercial and military jet engine applications. In addition, we have LTAs with Rolls-Royce plc for the supply of disc-quality mill products and precision forgings for commercial jet engine applications. We also supply products to other important parts of the aviation market such as helicopters and rotary engine fixed wing aircraft.

New airframe designs contain a larger percentage of titanium alloys, and the jet engines that power them use newer nickel-based alloys and titanium-based alloys, in both cases for improved performance and more economical operating costs, compared to legacy airframe and engine designs. Boeing and Airbus continue to have multi-year backlogs of orders for both legacy models and next-generation aircraft, and there continues to be almost 26,000 are over 28,000 jet engines with firm orders (Aero Engine News, February December 2023). Due to manufacturing cycle times, demand for our specialty materials leads the deliveries of new aircrafts by approximately 6 to 12 months.

Use of these newer materials, particularly for jet engine applications, is expected to continue to increase for several years, with strong growth expected in powder metal alloys, including increased usage of iso-thermal forging and additive manufacturing production processes.

In addition, as our specialty materials are used in rotating components of jet engines, demand for our products for spare parts is impacted by aircraft flight activity and engine refurbishment requirements of U.S. and foreign aviation regulatory authorities. As the number of aircraft in service increases, the need for our materials associated with engine refurbishment is expected to increase.

Comparative information for HPMC's major product categories based on their percentages of the segment's overall revenue is as follows:

For the Years Ended December 31,		2022	2021				
		Fiscal Year				Fiscal Year	
		2023				2023	2022
High-Value Products	High-Value Products						
Nickel-based alloys and specialty alloys							
Nickel-based alloys and specialty alloys							
Nickel-based alloys and specialty alloys	Nickel-based alloys and specialty alloys	49 %	43 %			44 %	49 %
Precision forgings, castings and components	Precision forgings, castings and components	34 %	38 %	Precision forgings, castings and components		33 %	34 %
Titanium and titanium-based alloys	Titanium and titanium-based alloys	17 %	19 %	Titanium and titanium-based alloys		22 %	17 %
PRS products	PRS products			PRS products		1 %	— %
Total High-Value Products	Total High-Value Products	100 %	100 %	Total High-Value Products		100 %	100 %

HPMC segment EBITDA for 2022 fiscal year 2023 increased 85% 43% to \$296.0 million \$433.6 million, or 18.0% 20.5% of sales, compared to \$159.9 million \$303.4 million, or 13.8% 18.5% of sales, in 2021, reflecting an improved product mix and benefits from fiscal year 2022. Strength in the HPMC segment continues to be driven by increased operating levels. Stronger operating margins reflect volumes on higher sales of margin next-generation jet engine products and higher facility utilization levels. HPMC's full year 2022 sales associated with next-generation platforms were in line with full year 2019 deliveries. commercial aerospace platforms. Results in fiscal year 2022 include \$27.5 million of benefits from the Aviation Manufacturing Jobs Protection (AMJP) AMJP program and employee retention credits, partially offset by labor credits.

HPMC results for fiscal year 2023, which included the highest quarterly EBITDA margins in the third quarter of fiscal year 2023 since prior to the COVID-19 pandemic, reflect improving operating leverage from higher production volumes as the aerospace and other costs related defense markets continue to ramp readiness. Strike-related costs of \$3.5 million were excluded from HPMC 2021 results.

Current year results reflect growing momentum in our business. The aerospace market continues to recover, and we grow. We are seeing an ongoing improvement in demand in many of our key end markets, most notably jet engine materials and components. Worldwide economic recovery is increasing the in commercial aerospace. Increasing demand for travel and efficient energy, which benefits ATI, and we believe we are well positioned to capture this growth in the future. Jet engine forgings We are investing in additional capacity to meet growing demand, including our recently announced expansion in Richland, Washington, so that we are well-positioned to capitalize on market opportunities. We also continue to invest and specialty materials demand remains strong, bolstered by share gains. Looking ahead adjust work-flow processes to de-bottleneck our critical operations. As we closed out fiscal year 2023, backlog and customer agreements continued to build, putting this segment in a position to grow in fiscal year 2024 as we anticipate strong year-over-year revenue continue to deliver through LTAs and segment EBITDA growth primarily driven by the ongoing commercial aerospace recovery.

emergent market opportunities. We believe that our HPMC segment is well-positioned for profitable growth through from the continued recovery ramp in commercial aerospace demand, especially in jet engine platforms where LTAs provide significant growth and share gains for ATI on next-generation airplanes and the jet engines that power them.

Fiscal Year 2022 Compared to Fiscal Year 2021

Sales of \$1.64 billion for the HPMC segment in fiscal year 2022 increased 42% compared to fiscal year 2021. Sales to the aerospace & defense markets, which were 80% of fiscal year 2022 HPMC sales, were 58% higher, reflecting an 89% increase in commercial aerospace sales, partially offset by a 29% decrease in defense sales. Sales of next generation jet engine products represented 54% of total fiscal year 2022 HPMC jet engine product sales and were 131% higher than fiscal year 2021 levels. In May 2022, we sold our Sheffield, UK operations, which included facilities for melting and re-melting, machining and bar mill operations, and had \$36 million in sales in fiscal year 2021. This business was reported as part of the HPMC segment through the date of sale.

Comparative information for our HPMC segment revenues (in millions) by market, the respective percentages of overall segment revenues for the fiscal years 2022 and 2021, and the percentage change in revenues by market for fiscal year 2022 is as follows:

Market	Fiscal Year								
	2022		2021		Change				
Aerospace & Defense:									
Jet Engines- Commercial	\$	975.7	59 %	\$	480.9	42 %	\$	494.8	103 %
Airframes- Commercial		184.1	11 %		132.8	11 %		51.3	39 %
Defense		158.2	10 %		221.8	19 %		(63.6)	(29) %
Total Aerospace & Defense		1,318.0	80 %		835.5	72 %		482.5	58 %
Energy:									
Oil & Gas		35.0	2 %		42.2	3 %		(7.2)	(17) %
Specialty Energy		113.6	7 %		136.1	12 %		(22.5)	(17) %
Total Energy		148.6	9 %		178.3	15 %		(29.7)	(17) %
Medical		73.2	4 %		60.3	5 %		12.9	21 %
Construction/Mining		34.1	2 %		24.0	2 %		10.1	42 %
Other		67.3	5 %		57.0	6 %		10.3	18 %
Total	\$	1,641.2	100 %	\$	1,155.1	100 %	\$	486.1	42 %

Comparative information for HPMC's major product categories based on their percentages of the segment's overall revenue is as follows:

	Fiscal Year	
	2022	2021
High-Value Products		
Nickel-based alloys and specialty alloys	49 %	43 %
Precision forgings, castings and components	34 %	38 %
Titanium and titanium-based alloys	17 %	19 %
Total High-Value Products	100 %	100 %

HPMC segment EBITDA for fiscal year 2022 increased 78% to \$303.4 million, or 18.5% of sales, compared to \$170.3 million, or 14.7% of sales, in fiscal year 2021, reflecting an improved product mix and benefits from increased operating levels. Stronger operating margins reflect higher sales of next-generation jet engine products and higher facility utilization levels. HPMC's full fiscal year 2022 sales associated with next-generation platforms were in line with full fiscal year 2019 deliveries. Results in fiscal year 2022 include \$27.5 million of benefits from the AMJP program and employee retention credits, partially offset by labor and other costs related to ramp readiness. Strike-related costs of \$3.5 million were excluded from HPMC fiscal year 2021 results.

Advanced Alloys & Solutions

Fiscal										
Year					Fiscal Year					
(In millions)	(In millions)	2022	% Change	2021	(In millions)	2023	% Change	2022	% Change	2021
Sales to external customers	Sales to external customers	\$ 2,194.8	33 %	\$1,644.7						
Segment EBITDA	Segment EBITDA	\$ 327.8	71 %	\$ 191.7						

Segment	Segment EBITDA as a percentage of sales	Segment EBITDA as a percentage of sales	Segment EBITDA as a percentage of sales	Segment EBITDA as a percentage of sales	Segment EBITDA as a percentage of sales
International sales as a percentage of sales	14.9 %	11.7 %	13.5 %	17.1 %	15.0 %
International sales as a percentage of sales	32.8 %	41.4 %	35.0 %	32.8 %	41.4 %

Fiscal Year 2023 Compared to Fiscal Year 2022

Sales of \$2.05 billion for the AA&S segment in fiscal year 2023 decreased 6% compared to fiscal year 2022, reflecting softness in general industrial end markets. Sales to the aerospace & defense markets increased 24%, with a 25% increase in sales of commercial aerospace products, due to a significant increase in commercial airframe demand for various flat-rolled product forms.

Comparative information for our AA&S segment revenues (in millions) by market, the respective percentages of overall segment revenues, for the fiscal years 2023 and 2022, and the percentage change in revenues by market for fiscal year 2023 is as follows:

Market	Fiscal Year					
	2023			2022		Change
Aerospace & Defense:						
Jet Engines- Commercial	78.2	4 %	87.8	4 %	(9.6)	(11)%
Airframes- Commercial	388.8	19 %	284.8	13 %	104.0	37 %
Defense	220.9	11 %	183.0	8 %	37.9	21 %
Total Aerospace & Defense	687.9	34 %	555.6	25 %	132.3	24 %
Energy:						
Oil & Gas	404.0	20 %	441.7	20 %	(37.7)	(9)%
Specialty Energy	179.3	8 %	163.0	8 %	16.3	10 %
Total Energy	583.3	28 %	604.7	28 %	(21.4)	(4)%
Automotive	186.1	9 %	290.9	13 %	(104.8)	(36)%
Electronics	156.8	8 %	197.6	9 %	(40.8)	(21)%
Construction/Mining	127.9	6 %	142.3	7 %	(14.4)	(10)%
Medical	74.3	4 %	89.9	4 %	(15.6)	(17)%
Food Equipment & Appliances	71.9	3 %	158.3	7 %	(86.4)	(55)%
Other	165.3	8 %	155.5	7 %	9.8	6 %
Total	\$ 2,053.5	100 %	\$ 2,194.8	100 %	\$ (141.3)	(6)%

Our AA&S segment produces zirconium and related alloys including hafnium and niobium, nickel-based alloys, titanium and titanium-based alloys, and specialty alloys in a variety of forms including plate, sheet, and PRS products. AA&S also provides hot-rolling conversion services at its HRPF, including carbon steel products under several LTAs.

Comparative information for the AA&S segment's major product categories, based on their percentages of revenue are presented in the following table. HRPF conversion service sales are excluded from this presentation.

	Fiscal Year	
	2023	2022
Nickel-based alloys and specialty alloys	54 %	54 %
PRS products	19 %	25 %
Zirconium and related alloys	15 %	14 %
Titanium and titanium-based alloys	12 %	7 %
Total	100 %	100 %

Segment EBITDA was \$276.6 million, or 13.5% of sales, a 26% decrease from segment EBITDA of \$375.3 million, or 17.1% of sales, in fiscal year 2022. A stronger mix of titanium mill products was offset by weaker demand for PRS products and higher retirement benefit expense, which contributed to the margin decline year over year. The fiscal year 2022 segment EBITDA includes a \$9.9 million benefit from the A&T Stainless joint venture's settlement of Section 232 tariff claims and \$6.8 million of employee retention credits.

With the AA&S business transformation and footprint consolidation complete, we believe we are well positioned for future growth. We expect margin expansion for this segment in fiscal year 2024 with a richer sales mix, recovery in industrial demand and improving operating performance. Sales of commercial airframe flat-form products in the AA&S segment are projected to increase over the longer term due in part to the repositioning of the commercial aerospace supply chain in response to the Russia/Ukraine conflict. With our titanium

melt shop in Albany, Oregon fully operational in the third quarter of fiscal year 2023, we are well positioned to capitalize on the aerospace ramp. The modest investment to restart this facility in Albany, Oregon has helped significantly expand our titanium melt capacity. With customer commitments for ATI titanium being so strong, we are continuing to invest in additional capacity at this facility, bringing online a fourth furnace. We are on-track to ramp capacity of the fourth furnace in the first half of fiscal year 2024, reaching a full run-rate in the second half of fiscal year 2024. We continue to right-size our costs to offset the demand softness in markets other than aerospace & defense. While

availability of raw materials for our melting processes remains adequate during the ongoing Russia/Ukraine conflict, changes in raw material prices may cause variability in profit margins based on the timing of index pricing mechanisms.

Fiscal Year 2022 Compared to Fiscal Year 2021

Sales of \$2.19 billion for the AA&S segment in fiscal year 2022 increased 33% compared to fiscal year 2021. The prior fiscal year 2021 period included impacts from a labor strike that ended in mid-July 2021, which reduced sales in that period. The segment had increased sales to almost all end markets, including an 87% increase in aerospace & defense market sales. In July 2022, ATI announced a new LTA with GKN Aerospace for titanium sheet and plate products for commercial and military airframes. Energy markets sales also increased 46% for both specialty energy and oil & gas applications. Fiscal year 2022 sales of nickel based alloys and specialty steels increased by 67% compared to fiscal year 2021. Additionally, fiscal year 2022 sales of titanium and titanium-based alloys increased by 41% compared to fiscal year 2021.

Comparative information for our AA&S segment revenues (in millions) by market, the respective percentages of overall segment revenues, for the fiscal years ended 2022 and 2021, and the percentage change in revenues by market for fiscal year 2022 is as follows:

Market	2022		2021		Change				
Energy:									
Oil & Gas	\$	441.7	20 %	\$	290.1	18 %	\$	151.6	52 %
Specialty Energy		163.0	8 %		123.5	7 %		39.5	32 %
Total Energy		604.7	28 %		413.6	25 %		191.1	46 %
Aerospace & Defense:									
Jet Engines- Commercial		87.8	4 %		36.3	2 %		51.5	142 %
Airframes- Commercial		284.8	13 %		129.9	8 %		154.9	119 %
Defense		183.0	8 %		131.0	8 %		52.0	40 %
Total Aerospace & Defense		555.6	25 %		297.2	18 %		258.4	87 %
Automotive		290.9	13 %		296.4	18 %		(5.5)	(2)%
Electronics		197.6	9 %		213.9	13 %		(16.3)	(8)%
Food Equipment & Appliances		158.3	7 %		153.0	10 %		5.3	3 %
Construction/Mining		142.3	7 %		98.2	6 %		44.1	45 %
Medical		89.9	4 %		71.2	4 %		18.7	26 %
Other		155.5	7 %		101.2	6 %		54.3	54 %
Total	\$	2,194.8	100 %	\$	1,644.7	100 %	\$	550.1	33 %

Our AA&S segment produces zirconium and related alloys including hafnium and niobium, nickel-based alloys, titanium and titanium-based alloys, and specialty alloys in a variety of forms including plate, sheet, and PRS products. AA&S also provides hot-rolling conversion services at its HRPF, including carbon steel products under several LTAs.

Market	Fiscal Year						Change
	2022		2021				
Energy:							
Oil & Gas	\$	441.7	20 %	\$	290.1	18 %	\$ 151.6 52 %
Specialty Energy		163.0	8 %		123.5	7 %	39.5 32 %
Total Energy		604.7	28 %		413.6	25 %	191.1 46 %
Aerospace & Defense:							
Jet Engines- Commercial		87.8	4 %		36.3	2 %	51.5 142 %
Airframes- Commercial		284.8	13 %		129.9	8 %	154.9 119 %
Defense		183.0	8 %		131.0	8 %	52.0 40 %
Total Aerospace & Defense		555.6	25 %		297.2	18 %	258.4 87 %
Automotive		290.9	13 %		296.4	18 %	(5.5) (2)%
Electronics		197.6	9 %		213.9	13 %	(16.3) (8)%
Food Equipment & Appliances		158.3	7 %		153.0	10 %	5.3 3 %
Construction/Mining		142.3	7 %		98.2	6 %	44.1 45 %
Medical		89.9	4 %		71.2	4 %	18.7 26 %
Other		155.5	7 %		101.2	6 %	54.3 54 %
Total	\$	2,194.8	100 %	\$	1,644.7	100 %	\$ 550.1 33 %

Comparative information for the AA&S segment's major product categories, based on their percentages of revenue are presented in the following table. We no longer report standard stainless product sales as a separate product category. Prior period information includes these sales within the nickel-based alloys and specialty alloys category. HRP conversion service sales are excluded from this presentation.

For the Years Ended December 31,		2022	2021				
		Fiscal Year				Fiscal Year	
		2022	2021			2022	2021
Nickel-based alloys and specialty alloys	Nickel-based alloys and specialty alloys	54 %	44 %	Nickel-based alloys and specialty alloys		54 %	44 %
PRS products	PRS products	25 %	33 %	PRS products		25 %	33 %
Zirconium and related alloys	Zirconium and related alloys	14 %	17 %	Zirconium and related alloys		14 %	17 %
Titanium and titanium-based alloys	Titanium and titanium-based alloys	7 %	6 %	Titanium and titanium-based alloys		7 %	6 %
Total	Total	100 %	100 %				
Total						100 %	100 %

Segment EBITDA was \$327.8 million \$375.3 million, or 14.9% 17.1% of sales, a 71% 52% increase from segment EBITDA of \$191.7 million \$246.8 million, or 11.7% 15.0% of sales, in fiscal year 2021. Results reflect a stronger product mix of nickel-alloy mill products as we completed our exit from production of standard stainless products. Increased sales of exotic materials from our Specialty Alloys & Components business and improved operating performance also drove AA&S segment EBITDA margin growth. The fiscal year 2022 segment EBITDA includes a \$9.9 million benefit from the A&T Stainless joint venture's settlement of Section 232 tariff claims and \$6.8 million of employee retention credits, partially offset by labor and other costs related to ramp readiness. Strike related costs of \$59.7 million, primarily related to lower productivity and utilization levels, were excluded from AA&S segment fiscal year 2021 results.

With the AA&S business transformation and footprint consolidation nearly completed, we are well positioned for continued future growth. Sales of commercial airframe flat-form products in the AA&S segment are projected to increase over the longer-term due in part to the repositioning of the commercial aerospace supply chain in response to the Russia/Ukraine conflict. While availability of raw materials for our melting processes remains adequate during the ongoing Russia/Ukraine conflict, changes in raw material prices may cause variability in profit margins based on the timing of index pricing mechanisms.

Corporate Expenses

Corporate expenses, which are primarily included in selling and administrative expenses in the statement of operations, were \$62.4 million \$62.3 million in fiscal year 2023 compared to \$60.3 million in fiscal year 2022 and \$53.7 million in fiscal year 2021. Increased expenses in fiscal years 2023 and 2022 compared to \$55.9 million in 2021. The current fiscal year increases 2021 reflect business transformation initiatives and higher incentive compensation costs compared to the prior year period. costs.

Closed Operations and Other Expenses

Closed operations and other expenses are presented primarily in selling and administrative expenses in the consolidated statements of operations, and include legal, environmental, retirement benefit and insurance obligations associated with closed operations. Closed operations and other expenses were \$12.1 million \$13.3 million in 2022, fiscal year 2023, compared to \$4.8 million \$5.6 million of expense in fiscal year 2022 and \$3.1 million of income in fiscal year 2021. This The increase from the prior period in fiscal year 2023 reflects foreign currency remeasurement impacts primarily related to ATI's European Treasury operation higher retirement benefit expense and higher legal insurance costs for closed facilities, associated with an outstanding insurance claim involving our captive insurance company compared to prior year periods.

Depreciation and Amortization

The following is table shows depreciation & amortization for the relevant periods by each business segment: segment. Depreciation expense in fiscal year 2023 includes \$3.8 million of accelerated depreciation of fixed assets related to the restructuring of our European operations and the closure of our Robinson, PA operations.

		Fiscal Year				Fiscal Year	
(In millions)	(In millions)	2022	2021	(In millions)		2023	2022

Depreciation and amortization:	Depreciation and amortization:		
High Performance Materials & Components	High Performance Materials & Components	\$ 68.3	\$ 75.0
High Performance Materials & Components			
High Performance Materials & Components			
Advanced Alloys & Solutions	Advanced Alloys & Solutions	67.4	64.5
Other	Other	7.2	4.4
		<u>\$142.9</u>	<u>\$143.9</u>
		\$	

Interest Expense, Net

Interest expense, net of interest income and interest capitalization, was \$92.8 million in fiscal year 2023, compared to \$87.4 million in fiscal year 2022 and \$96.9 million in fiscal year 2021. The increase in fiscal year 2023 compared to \$96.9 million in 2021, fiscal year 2022 reflects the issuance of the 2030 Notes during the third quarter of fiscal year 2023. The decrease in interest expense in fiscal year 2022 compared to fiscal year 2021 was in part due to the conversion of \$82.5 million of the 4.75% Convertible Senior Notes due 2022 (2022 Notes) to 5.7 million shares of ATI stock on the July 1, 2022 maturity date of the 2022 Notes. Further, interest expense is presented net of interest income of \$13.0 million in fiscal year 2023, \$4.7 million in fiscal year 2022 and \$0.7 million in fiscal year 2021. Interest expense in fiscal years 2023, 2022

and 2021 was reduced by \$13.5 million, \$5.1 million and \$4.3 million, respectively, related to interest capitalization on major strategic capital projects.

Restructuring and Other Charges/Credits

For the year ended December 31, 2022 December 31, 2023, restructuring and other charges were \$31.4 million, which are excluded from segment results. These charges include \$7.7 million of severance-related restructuring charges and \$23.7 million of charges included within cost of sales on the consolidated statements of operations. The \$7.7 million of severance-related restructuring charges represent severance for the involuntary reduction of approximately 110 employees primarily for the restructuring of our European operations and across ATI's domestic operations in conjunction with the continued transformation. The \$23.7 million of charges within cost of sales include \$11.5 million of start-up costs, \$1.9 million of costs associated with an unplanned outage at our Lockport, NY facility, and \$10.3 million primarily for asset write-offs for the restructuring of our European operations and the closure of our Robinson, PA operations. Cash payments associated with prior restructuring programs were \$2.3 million in fiscal year 2023. Of the \$15.2 million of remaining reserves associated with these restructuring actions as of December 31, 2023, \$10.9 million are expected to be paid within the next fiscal year.

For the fiscal year ended January 1, 2023, restructuring and other charges were \$23.7 million, which is are excluded from segment results. This \$23.7 million charge These charges consisted primarily of \$28.5 million of costs associated with the settlement of litigation related to the 2016 idling of the Rowley, UT titanium sponge facility, partially offset by \$4.8 million of restructuring credits for reductions in severance-related reserves related to approximately 110 employees based on changes in planned operating rates and revised workforce estimates. Cash payments associated with prior restructuring programs were \$3.1 million in 2022. Of the \$9.8 million of remaining reserves associated with these restructuring actions as of December 31, 2022, \$5.4 million are expected to be paid within the next year.

For the fiscal year ended December 31, 2021 January 2, 2022, restructuring and other charges were a net credit of \$10.5 million, which is excluded from segment results. This \$10.5 million net credit consisted primarily of \$11.3 million of restructuring credits on the consolidated statement of operations, reflecting a \$12.0 million reduction in severance-related reserves for approximately 350 employees based on changes in planned operating rates and revised workforce reduction estimates, partially offset by \$0.7 million of other costs related to facility idlings and a \$0.8 million charge for inventory valuation reserves, classified in cost of sales on the consolidated statement of operations, primarily related to excess raw material and work in process inventory at the idled Albany, OR primary titanium facility.

In addition, the A&T Stainless JV joint venture recorded a \$1.8 million credit in fiscal year 2022 for the reversal of restructuring reserves as a result of revised estimates, and ATI recognized a \$0.9 million credit in fiscal year 2022 for its equity method share of these reversals. These charges are excluded from segment operating results.

Strike Related Costs

Strike related costs were \$63.2 million in fiscal year 2021, of which \$59.7 million were excluded from AA&S segment EBITDA and \$3.5 million were excluded from HPMC segment EBITDA. These items primarily consisted of overhead costs recognized in the period due to below-normal operating rates, higher costs for outside conversion activities, and signing bonuses for represented employees.

Pension Remeasurement Gains and Losses

During the fourth quarter of fiscal year 2023, we voluntarily changed the method of accounting for recognizing actuarial gains and losses for our defined benefit pension plans. Under the accounting method change, remeasurement of projected benefit obligation and plan assets for defined benefit pension plans are immediately recognized in earnings through net periodic pension benefit cost. Therefore, as a result of the remeasurements of these plans in the fourth quarter of each fiscal year, we recognized a \$26.8 million pension remeasurement loss in fiscal year 2023 and \$100.3 million and \$147.2 million of pension remeasurement gains in fiscal years 2022 and 2021, respectively, which is excluded from segment EBITDA and recorded in nonoperating retirement benefit income/expense on the consolidated statements of operations.

Retirement Benefit Settlement **Gain** Gains and Losses

On October 17, 2023, we completed a voluntary cash out for term vested employees and a large annuity buyout related to approximately 8,200 U.S. qualified defined benefit pension plan participants. As a result of the annuity buyout, ATI recognized a \$41.7 million pretax settlement loss, which is excluded from segment EBITDA and recorded in nonoperating retirement benefit income/expense on the consolidated statement of operations.

ATI's fiscal year 2021 results include a \$64.9 million retirement benefit settlement gain related to a plan termination that eliminated certain postretirement medical benefit liabilities. This was effective upon the July 2021 ratification of the new USW CBA. This gain, which is recorded in nonoperating retirement benefit income/expense on the consolidated statement of operations and is excluded from segment EBITDA, was comprised of \$43.0 million of long-term postretirement benefit liabilities as of July 2021 and \$21.9 million of amounts recorded in accumulated other comprehensive income at that date.

Debt Extinguishment Charge

In fiscal year 2021, ATI recognized a \$65.5 million debt extinguishment charge on the redemption of the 5.875% Senior Notes due 2023 (2023 Notes), which included a \$64.5 million cash make-whole payment related to the early extinguishment of the 2023 Notes as required by the applicable indenture, and a \$1.0 million charge for deferred debt issue costs.

Gains/Loss on Asset Sales and Sale of Business, Net

Loss on asset sales and sales of businesses for fiscal year 2023 is related to a \$0.6 million loss on the sale of our Northbrook, IL operations, which is excluded from segment EBITDA.

On May 12, 2022, we completed the sale of our Sheffield, UK operations and recognized a loss in fiscal year 2022 on sale of \$141.0 million \$112.2 million. The Sheffield, UK operations were previously part of the Specialty Materials business in the HPMC segment. The loss on sale is reported in loss on asset sales and sales of businesses, net, on the consolidated statement of operations and is excluded from HPMC segment results. The loss includes \$55.6 million \$26.8 million related to the UK defined benefit pension plan, of which \$26.1 million was reported as a net pension asset but which was in a deficit funding position for UK statutory reporting purposes, and \$29.5 million \$0.7 million in accumulated other comprehensive loss on the consolidated ATI balance sheet. The loss also includes \$20.0 million of cumulative translation adjustment foreign exchange losses since ATI's acquisition of these operations in 1998.

Also in fiscal year 2022, we completed the sale of the small Pico Rivera, CA operations as part of the strategy to exit standard stainless products. We received cash proceeds of \$6.2 million on the sale of these assets. We recognized a \$6.8 million pretax gain on sale, including de-recognizing certain lease liabilities, which is reported in loss on asset sales and sales of businesses, net, on the consolidated statement of operations and is excluded from AA&S segment results.

In fiscal year 2021, we completed the sale of our Flowform Products business within the HPMC segment for \$55.0 million, and recognized a \$13.8 million gain. This gain is recorded in nonoperating income/expense on the consolidated statement of operations and is excluded from segment EBITDA.

Income Taxes

Since fiscal year 2020, ATI's U.S. operations were in a three-year cumulative loss position, limiting the ability to utilize future projections as verifiable sources of income when analyzing the need for a valuation allowance. This cumulative loss continued until fiscal year 2023 when ATI exited the three-year cumulative loss position and we concluded it was appropriate to consider future projections as a source of income when analyzing the need for a valuation allowance.

In fiscal year 2023, the income tax benefit of \$128.2 million was associated with the valuation allowance due to the current year income for the U.S. operations and an additional benefit of \$140.3 million was recorded related to the valuation allowance release associated with ATI's ability to utilize projections for future income. We continue to have minimal cash tax requirements in the U.S. due to the ongoing benefits of net operating loss tax carryforwards.

Results in fiscal years 2022 and 2021 include impacts from income taxes that differ from applicable standard tax rates, primarily related to income tax valuation allowances. The provision for income taxes for fiscal year 2022 was \$15.5 million, which was primarily related to our profitable PRS joint venture in China. We continue to have minimal cash tax requirements in the U.S. due to the ongoing benefits of net operating loss tax carryforwards.

The provision for income taxes for fiscal year 2021 was \$26.8 million, which was primarily attributable to the \$15.5 million in discrete tax effects related to the postretirement medical benefits gain discussed above, in accordance with ATI's accounting policy for recognizing deferred tax amounts stranded in accumulated other comprehensive income.

In 2021, the Organization for Economic Co-operation and Development (OECD) released guidance relating to a 15% global minimum tax known as Pillar Two Tax. Various governments are in the process of enacting the Pillar Two Tax. We are in the process of assessing the tax effects of Pillar Two for the various jurisdictions in which we operate and if triggered will treat the cost as a period cost. Currently, we believe that the enactment of Pillar Two will not materially impact our effective tax rate or cash flow, but we will continue to monitor and evaluate as countries release legislation, which could change our current assessment.

Financial Condition and Liquidity

On September 9, 2022, we amended and restated our We have an Asset Based Lending (ABL) Credit Facility, which is collateralized by the accounts receivable and inventory of our operations. As amended, the The ABL facility also provides us with the option of including certain machinery and equipment as additional collateral for purposes of determining availability under the facility. This amendment and restatement extended the The ABL facility, through which matures in September 2027, and includes an increase of \$100 million in the a \$600 million revolving credit facility, to \$600 million. The ABL continues to include a letter of credit sub-facility of up to \$200 million, a \$200 million term loan (ABL Term Loan), and a swing loan facility of up to \$60 million. The ABL Term Loan can be prepaid in increments of \$25 million if certain minimum liquidity conditions are satisfied. In addition, as amended, we have the right to request an increase of up to \$300 million in the maximum amount available under the revolving credit facility for the duration of the ABL. We have a \$50 million floating-for-fixed interest rate swap which converts a portion of the ABL Term Loan to a 4.21% fixed interest rate. The swap matures in June 2024.

As of December 31, 2022 December 31, 2023, there were no outstanding borrowings under the revolving credit portion of the ABL, and \$39.8 million \$31.7 million was utilized to support the issuance of letters of credit. There were average revolving credit borrowings of \$13 million bearing an average annual interest rate of 6.5% under the ABL during fiscal year 2023. There were no revolving credit borrowings under the ABL during 2022 or 2021. fiscal year 2022.

The ABL, as amended, has interest rates that are consistent with the previous facility, replacing LIBOR with Secured Overnight Financing Rate (SOFR) plus an applicable SOFR adjustment. The ABL Term Loan as amended, has an interest rate of 2.0% above adjusted SOFR. As amended, the Secured Overnight Financing Rate (SOFR). The applicable interest rate for revolving credit borrowings under the ABL facility includes interest rate spreads based on available borrowing capacity that range between 1.25% and 1.75% for SOFR-based borrowings and between 0.25% and 0.75% for base rate borrowings.

The ABL facility contains a financial covenant whereby we must maintain a fixed charge coverage ratio of not less than 1.00:1.00 after an event of default has occurred and is continuing or if the undrawn availability under the ABL revolving credit portion of the facility is less than the greater of (i) 10% of the then applicable maximum loan amount under the revolving credit portion of the ABL and the outstanding ABL Term Loan balance, or (ii) \$60.0 million. We were in compliance with the fixed charge coverage ratio as of December 31, 2022. On September 9, 2022, the Company amended and restated the ABL and costs associated with entering into the ABL this amendment were \$2.4 million, and are being amortized to interest expense over the extended term of the facility ending September 2027, along with \$1.7 million of unamortized deferred costs previously recorded for the ABL.

In August 2023, we issued \$425 million aggregate principal amount of 7.25% Senior Notes due 2030 (2030 Notes). Underwriting fees and other third-party expenses for the issuance of the 2030 Notes were \$6.2 million, and are being amortized to interest expense over the 7-year term of the 2030 Notes. Net proceeds were \$418.8 million from this issuance, of which \$222 million was used to fund ATI's U.S. qualified defined benefit pension plan in order to facilitate a pension derisking strategy (see below for further explanation), and the remaining proceeds were used for liquidity and general corporate purposes.

During the second quarter of fiscal year 2022, \$82.5 million of the 2022 Notes were converted into 5.7 million shares of ATI common stock, with the remaining \$1.7 million of outstanding principal balance paid in cash for notes that were not converted.

On September 14, 2021, ATI issued \$325 million aggregate principal amount of 4.875% Senior Notes due 2029 (2029 Notes) and \$350 million aggregate principal amount of 5.125% Senior Notes due 2031 (2031 Notes). Underwriting fees and other third-party expenses for the issuance of the 2029 and 2031 Notes were each \$4.7 million, and are being amortized to interest expense over the 8-year and 10-year terms of the 2029 and 2031 Notes, respectively. Total combined net proceeds of \$665.7 million from both of these issuances were primarily used to fund the full redemption of the \$500 million aggregate principal amount outstanding of the 2023 Notes on October 14, 2021, including a make-whole payment and accrued interest, resulting in a \$65.5 million debt extinguishment charge, which includes a \$64.5 million cash make-whole payment related to the early extinguishment of the 2023 Notes and a \$1.0 million charge for the remaining unrecognized portion of the 2023 Notes deferred debt issue costs. As a result of these transactions, we significantly extended our debt maturity profile and, with the elimination of \$500 million of debt currently bearing interest at 7.875% due to changes in our credit ratings, reduced annual interest expense by approximately \$6 million.

At December 31, 2022, we had \$584 million of cash and cash equivalents, and available additional liquidity from the undrawn capacity under the ABL facility of approximately \$538 million, for total liquidity of more than \$1.1 billion. We continue to expect to have minimal cash tax requirements in the U.S. in fiscal year 2024 due to the ongoing benefits of net operating loss tax carryforwards.

During fiscal year 2021, we received approximately \$53 million in cash, net of transaction costs and net working capital adjustments, for the sale of the Flowform Products business.

In 2022, the Company first quarter of fiscal year 2023, we made \$50 million in voluntary cash contributions to its U.S. qualified defined benefit pension plans to improve the plans' funded position. As a result, in the third quarter of fiscal year 2023, we made an additional \$222 million in voluntary cash contributions to our U.S. qualified defined benefit pension plan to facilitate our pension derisking strategy. In October 2023, we purchased group annuity contracts from an insurer covering approximately 85% of our U.S. qualified defined benefit pension plan obligations. Under these contracts, we transferred the American Rescue Plan Act (ARPA) enacted in March 2021, pension obligations and associated assets for approximately 8,200 plan participants to the rules governing pension funding calculations changed, selected insurance company. After these actions, our U.S. qualified defined benefit plan includes approximately 1,980 participants. Based on current actuarial assumptions, we are not required to make any contributions to these our pension plans during fiscal year 2023, and our prior contributions have generated a credit balance that may be utilized to offset future minimum required contributions, 2024. Using our long-term weighted average expected rate of return on pension plan assets and other actuarial assumptions, we do not expect to have any significant minimum cash funding requirements to these the defined benefit pension plans plan for at least the next few ten years. However, these funding estimates are subject to significant uncertainty including the actual pension trust assets' fair value, and the discount rates used to measure pension liabilities. We voluntarily contributed \$50 million to these plans in early 2023. We may elect to contribute additional amounts to these pension plans to improve their funded position, or we may elect to use a portion of our credit balance in lieu of cash contributions based on other capital allocation priorities.

On February 2, 2022, we announced that in February 2022 and April 2023, our Board of Directors authorized the repurchase of up to \$150 million and \$75 million, respectively, of ATI stock. In fiscal year 2023, ATI used \$85.2 million to repurchase 2.0 million shares of its common stock under both programs. In fiscal year 2022, ATI used \$139.9 million to repurchase 5.2 million shares of its common stock under the \$150 million program. As of December 31, 2023, the total share repurchase authorization under these two programs was utilized. In November 2023, our Board of Directors authorized the repurchase of an additional \$150 million of ATI stock. Repurchases under the program these programs were or may be made in the open market or in privately negotiated transactions, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases are structured to occur within the pricing and volume requirements of SEC Rule 10b-18. The Company's ongoing stock repurchase program does not obligate the Company to repurchase any specific number of shares and it may be modified, suspended, or terminated at any time by the Company's Board of Directors without prior notice. In 2022, we used \$139.9 million to repurchase 5.2 million of our common stock under this program.

We believe that internally generated funds, current cash on hand and available borrowings under the ABL facility will be adequate to meet our liquidity needs, including currently projected required contributions to our pension plans. We do not expect to pay any significant U.S. federal or state income taxes in the next several years fiscal year 2024 due to net operating loss carryforwards. If we needed to obtain additional financing using the credit markets, the cost and the terms and conditions of such borrowings may be influenced by our credit rating. In addition, we regularly review our capital structure, various financing alternatives and conditions in the debt and equity markets in order to opportunistically enhance our capital structure. In connection therewith, we may seek to refinance or retire existing indebtedness, incur new or additional indebtedness or issue equity or equity-linked securities, in each case, depending on market and other conditions. We have no off-balance sheet arrangements as defined in Item 303(a)(4) of SEC Regulation S-K.

In managing our overall capital structure, we focus on the ratio of net debt to Adjusted EBITDA, which we use as a measure of our ability to repay our incurred debt. We define net debt as the total principal balance of our outstanding indebtedness excluding deferred financing costs, net of cash, at the balance sheet date. See the explanations above for our definitions of Adjusted EBITDA and EBITDA, which are non-GAAP measures and are not intended to represent, and should not be considered more meaningful than, or as alternatives to, a measure of operating performance as determined in accordance with U.S. GAAP. Our ratio of net debt to Adjusted EBITDA (Adjusted EBITDA Leverage Ratio) measures net debt at the balance sheet date to Adjusted EBITDA as calculated on the trailing twelve-month period from this balance sheet date.

Our Debt to Adjusted EBITDA Leverage Ratio improved in 2022 compared to 2021, primarily as a result of higher earnings. Our and Net Debt to Adjusted EBITDA Leverage ratio also improved worsened in 2022 fiscal year 2023 compared to year-end 2021, despite a decreased cash balance, primarily fiscal year 2022, largely due to higher earnings, debt

balances resulting from the issuance of the 2030 Notes in fiscal year 2023 to facilitate our pension derisking strategy. The reconciliations of our Adjusted EBITDA Leverage Ratios to the balance sheet and income statement amounts as reported under U.S. GAAP are as follows:

		December 31, 2022	December 31, 2021
Net income (loss) attributable to ATI		\$ 130.9	\$ (38.2)
		December 31, 2023	December 31, 2023
Net income attributable to ATI			
Net income attributable to noncontrolling interests	Net income attributable to noncontrolling interests	15.6	22.0
Net income (loss)		146.5	(16.2)
Net income			
Interest expense	Interest expense	87.4	96.9
Depreciation and amortization	Depreciation and amortization	142.9	143.9
Income tax provision		15.5	26.8
Strike related costs		—	63.2
Retirement benefit settlement gain		—	(64.9)
Restructuring and other charges (credits)		23.7	(10.5)
Income tax provision (benefit)			
Pension remeasurement loss (gain)			
Retirement benefit settlement loss			
Restructuring and other charges			
Joint venture restructuring credit	Joint venture restructuring credit	(0.9)	—
Debt extinguishment charge		—	65.5
Loss (gain) on asset sales and sale of business		134.2	(13.8)
Loss on asset sales and sale of business			
Adjusted EBITDA	Adjusted EBITDA	\$ 549.3	\$ 290.9
Debt			
Debt	Debt	\$ 1,748.0	\$ 1,842.9

Add: Debt issuance costs	Add: Debt issuance costs	17.2	20.8
Total debt	Total debt	1,765.2	1,863.7
Less: Cash	Less: Cash	(584.0)	(687.7)
Net debt	Net debt	\$ 1,181.2	\$ 1,176.0
Debt to Adjusted EBITDA	Debt to Adjusted EBITDA	3.21	6.41
Debt to Adjusted EBITDA	Debt to Adjusted EBITDA		
Net Debt to Adjusted EBITDA	Net Debt to Adjusted EBITDA	2.15	4.04

*Fiscal year ended January 1, 2023 reflects the change in accounting principle as described in Note 1 of the Notes to the Consolidated Financial Statements.

Cash Flow

Cash provided by operations for was \$85.9 million, \$224.9 million and \$16.1 million in fiscal years 2023, 2022 was \$224.9 million, and 2021, respectively. Decreased cash from operations in fiscal year 2023 as compared to fiscal year 2022, resulted primarily from \$272 million in contributions to the U.S. defined benefit pension plans in fiscal year 2023 as well as higher accounts receivable and inventory balances due to increased operating levels. Working capital balances, and consequently cash provided by from operations, can fluctuate throughout any operating period based upon the timing of receipts from customers and payments to vendors. However, we actively manage our working capital to ensure the required flexibility to meet our strategic objectives. Other significant fiscal year 2023 operating cash flow items included payment of fiscal year 2022 annual incentive compensation. Increased cash from operations in fiscal year 2022 as compared to fiscal year 2021, resulted from our ongoing efforts to improve efficiency around accounts receivable and inventory levels despite significantly higher sales and operating levels in most operations. Increased business volumes and expenditures attributable to strategic capital projects contributed to higher accounts payable balances at December 31, 2022 January 1, 2023. Other significant fiscal year 2022 operating cash flow items included \$50 million in contributions to the U.S. defined benefit pension plans, payment of fiscal year 2021 annual incentive compensation and receipt of \$8.5 million for repayment of working capital advances from A&T Stainless. Cash provided by operations was \$16.1 million in 2021, despite higher accounts receivable and inventory balances related to increased business activity and rising raw material costs. Other significant 2021 operating cash flow items included \$67.5 million in contributions to the U.S. defined benefit pension plans and payment of 2020 annual incentive compensation, partially offset by receipt of advance payments from customers as part of long-term supply agreements in 2021.

Cash used in investing activities was \$126.7 million \$193.2 million in 2022, fiscal year 2023, reflecting \$130.9 million \$200.7 million in capital expenditures primarily related to AA&S transformation projects and various HPMC growth projects. We expect to fund our capital expenditures with cash on hand and cash flow generated from our operations and, if needed, by using a portion of the ABL facility. Cash used in investing activities was \$77.3 million \$126.7 million in 2021, fiscal year 2022, reflecting \$152.6 million \$130.9 million in capital expenditures primarily related to AA&S transformation projects, projects.

Cash provided by financing activities in fiscal year 2023 was \$267.2 million, and HPMC growth projects including included \$418.8 million of net proceeds from the new iso-thermal press and heat-treating expansion in Cudahy, WI. These investing activity cash outflows were issuance of the 2030 Notes during the third quarter of fiscal year 2023, partially offset by \$53.1 million \$85.2 million of proceeds from payments for the sale repurchase of 2.0 million shares of ATI stock under our repurchase programs authorized by our Board of Directors and \$16.0 million in dividend payments to the Flowform Products business and \$20.8 million of proceeds from property, plant and equipment sales, which includes \$16.2 million from the sale of ongoing construction 40% noncontrolling interest in progress projects that were converted to leases.

our PRS joint venture in China. Cash used in financing activities in fiscal year 2022 was \$201.9 million, and consisted primarily of \$139.9 million toward the repurchase of ATI shares and \$34.0 million in dividend payments to the 40% noncontrolling interest in our PRS joint venture in China. Cash provided by financing activities in 2021 was \$103.0 million, and consisted primarily of \$675.7 million of net proceeds from the issuance of the 4.875% Senior Notes due 2029 (2029 Notes) and 5.125% Senior Notes due 2031 (2031 Notes) and \$21.7 million of borrowings under foreign credit facilities. These amounts were offset by the full redemption of the \$500 million aggregate principal amount outstanding of the 2023 Notes, a \$64.5 million cash make-whole payment related to the early extinguishment of the 2023 Notes as required by the applicable indenture, and \$9.5 million for debt issuance costs associated with the newly-issued 2029 and 2031 Notes.

At December 31, 2022 December 31, 2023, cash and cash equivalents on hand totaled \$584.0 million \$743.9 million, a \$103.7 million decrease \$159.9 million increase from fiscal year-end 2021. 2022. Cash and cash equivalents held by our foreign subsidiaries was \$102.6 million \$141.7 million at December 31, 2022 December 31, 2023, of which \$53.5 million \$75.3 million was held by our PRS joint venture in China.

Contractual Obligations

A summary of required payments under financial instruments (excluding accrued interest) and other commitments are presented below.

(In millions)	(In millions)	Total	Less than 1 year	1-3 years	4-5 years	After 5 years	(In millions)	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Contractual Cash Obligations	Contractual Cash Obligations											
Total Debt including Finance Leases		\$1,765.2	\$ 41.7	\$ 477.7	\$ 567.9	\$ 677.9						
Interest on Debt (A)		476.2	85.7	163.2	123.9	103.4						
Operating Lease Obligations (B)		69.6	15.5	23.0	14.6	16.5						

Total Debt including Finance Leases (A)						
Total Debt including Finance Leases (A)						
Total Debt including Finance Leases (A)						
Interest on Debt (B)						
Operating Lease Obligations (C)						
Other Long-term Liabilities	Other Long-term Liabilities	146.6	—	94.0	34.0	18.6
Pension and OPEB Obligations (C)		491.8	33.6	66.4	145.5	246.3
Pension and OPEB Obligations (D)						
Unconditional Purchase Obligations	Unconditional Purchase Obligations					
Raw Materials (D)		1,057.1	491.1	402.0	164.0	—
Raw Materials (E)						
Raw Materials (E)						
Raw Materials (E)						
Capital expenditures	Capital expenditures	39.9	39.2	0.7	—	—
Other (E)		33.3	17.2	13.7	2.3	0.1
Other (F)						
Total	Total	\$4,079.7	\$ 724.0	\$1,240.7	\$1,052.2	\$1,062.8
Other Financial Commitments	Other Financial Commitments					
Lines of Credit (F)		\$ 659.5	\$ 59.5	\$ —	\$ 600.0	\$ —
Lines of Credit (G)						
Lines of Credit (G)						
Lines of Credit (G)						
Guarantees	Guarantees	\$ 12.7				

(A) Amounts exclude \$68 million for certain finance lease contracts the Company has agreed to enter into. See Note 11, Leases for further information.

(B) Amounts include contractual interest payments using the interest rates in effect as of **December 31, 2022** **December 31, 2023** applicable to the Company's ABL Term Loan due 2027, the 2025 Convertible Notes, the Allegheny Ludlum 6.95% Debentures due 2025, the 2027 Notes, the 2029 Notes, **the 2030 Notes** and the 2031 Notes.

(B) (C) Amounts include operating lease obligations at their undiscounted value. These obligations are presented in other current liabilities and other long-term liabilities on the consolidated balance sheets at their discounted value, using applicable interest rates. See Note 11, Leases for further information.

(C) (D) Based on current actuarial studies, amounts include payments for the next 10 years, **which are not significant**, to defined benefit pension plans, assuming the expected long-term returns on pension assets are achieved. Projections of minimum required payments to the U.S. qualified defined benefit pension **plans plan** are subject to significant uncertainty based on a number of factors including actual pension plan asset returns, changes in estimates of participant longevity, and changes in interest rates. Amounts also include actuarial projections of payments under other **post employment post-employment** benefit plans for the next 10 years. In most retiree healthcare plans, our contributions are capped based on the cost as of a certain date. See Note 14, Retirement Benefits for further information.

(D) (E) We have contracted for physical delivery for certain of our raw materials to meet a portion of our needs. These contracts are based upon fixed or variable price provisions. We used current market prices as of **December 31, 2022** **December 31, 2023**, for raw material obligations with variable pricing.

(E) (F) We have various contractual obligations that extend through **fiscal year** 2028 for services involving production facilities and administrative operations. Our purchase obligation as disclosed represents the estimated termination fees payable if we were to exit these contracts.

(F) (G) At **December 31, 2022** **December 31, 2023**, there was **\$19.4 million** **\$5.0 million** drawn under foreign credit agreements. Drawn amounts on the U.S. facility were **\$39.8 million** **\$31.7 million** utilized for standby letters of credit under the \$600 million ABL facility, which renew annually. These standby letters of credit are used to support: **\$26.3**

million \$22.0 million in workers' compensation and general insurance arrangements, \$5.4 million related to environmental matters and \$8.1 million \$4.3 million for performance assurances.

Commitments and Contingencies

At December 31, 2022 December 31, 2023, our reserves for environmental remediation obligations totaled approximately \$13 million, of which \$5 million \$7 million was included in other current liabilities. These reserves included estimated probable future costs of: \$3 million for federal Superfund and comparable state-managed sites; \$8 million \$7 million for formerly owned or operated sites for remediation or indemnification obligations; and \$2 million for owned or controlled sites at which our operations have been or plan to be discontinued, discontinued; and \$1 million for sites utilized by the Company in its ongoing operations. We continue to evaluate whether we may be able to recover a portion of future costs for environmental liabilities from third parties and to pursue such recoveries where appropriate. The timing of expenditures depends on a number of factors that vary by site. ATI expects that it will expend present accruals over many years and that remediation of all sites with which it has been identified will be completed within thirty years.

At December 31, 2022 December 31, 2023, we had recognized asset retirement obligations (AROs) of \$18 million related to landfill closures, decommissioning costs, facility leases and conditional AROs associated with manufacturing activities using what may be characterized as potentially hazardous materials.

Based on currently available information, it is reasonably possible that the costs for active matters may exceed our recorded reserves by as much as \$15 million \$17 million. However, future investigation or remediation activities may result in the discovery of additional hazardous materials, potentially higher levels of contamination than discovered during prior investigation, and may impact costs of the success or lack thereof in remedial solutions. Therefore, future developments, administrative actions or liabilities relating to environmental matters could have a material adverse effect on the ATI's consolidated financial condition or results of operations.

Labor Matters

We have no significant CBAs that expire in 2023. fiscal year 2024. Approximately 1,100 USW-represented employees engaged in a 3 ½ month strike in mid-2021, following the expiration of a CBA, primarily affecting operations in the AA&S segment. In July 2021, we announced that a new four-year labor agreement with the USW through February 28, 2025 was ratified, ending the strike.

Retirement Benefits

All of ATI's defined benefit pension plans are now closed to new entrants, and at most ATI operations with pension participants, the plans are frozen for all future benefit accruals, with less than 10% of 800 participants in ATI's U.S. qualified defined still accruing benefit plans still earning additional pension service. Additionally, all of the remaining collectively-bargained defined benefit retiree health care plans at ATI's operations are now closed to new entrants, with cost caps in place for these obligations. As a result of these actions, ATI's retirement savings and other postretirement benefit programs have largely transitioned to a defined contribution structure. Since From fiscal years 2013 to 2022, five annuity buyouts of retired participants and two voluntary cash out programs of deferred participants during this period have helped to reduce the total participants in ATI's U.S. qualified defined benefit pension plans by more than 60%. During the fourth quarter of fiscal year 2023, we purchased group annuity contracts from an insurer covering approximately 85% of our U.S. qualified defined benefit pension plan obligations. Under these contracts, we transferred the pension obligations and associated assets for approximately 8,200 plan participants to the selected insurance company. To facilitate this pension derisking strategy, we completed a voluntary cash out for term vested employees and contributed \$222 million to our pension plan in the third quarter of fiscal year 2023, to fully fund remaining pension liabilities ahead of this annuity transaction. After these actions, our U.S. qualified defined benefit pension plan includes approximately 1,980 participants.

At December 31, 2022 December 31, 2023, our defined benefit pension plans were approximately 88% 97% funded in accordance with generally accepted accounting principles, and were remeasured at that date using a 5.55% 5.60% discount rate to measure the projected benefit obligation. For ERISA funding purposes, discount rates used to measure pension liabilities for U.S. qualified defined benefit plans are calculated on a different basis using an IRS-determined segmented yield curve. Funding requirements are also affected by IRS-determined mortality assumptions, which may differ from those used under accounting standards. As a result of the ARPA enacted in March 2021, the rules governing pension funding calculations changed. Based on current actuarial assumptions, we are not required to make any contributions to these our pension plans plan during fiscal year 2023 2024, and our prior we are not required to make any significant contributions have generated a credit balance that may be utilized to offset future minimum required contributions, for at least the next ten years. However, these estimates are subject to significant uncertainty, including the performance of our pension trust assets and the discount rates used to measure pension liabilities. Pension trust asset performance for both our accounting and ERISA funding calculations is determined using the market value of plan assets at the end of each year.

We have certain CBAs that include participation in a multiemployer pension plan. Under current law, an employer that withdraws or partially withdraws from a multiemployer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules. A subsidiary of the Company participates in the Steelworkers Western Independent Shops Pension Plan (WISPP) for union-represented employees of our primary titanium operations in Albany, OR, which is funded on an hours-worked basis. Manufacturing operations at this facility have been idled throughout 2021 and most of 2022, with a limited number of employees that participate in the WISPP remaining active in maintenance and other functions. It is reasonably possible that a significant reduction or the elimination of hours-worked contributions due to changes in operating rates at this facility could result in a withdrawal liability assessment in a future period. A complete withdrawal liability is estimated to be approximately \$27 million on an undiscounted basis, based on information for the plan year ended September 30, 2021, which is the most recent information available from the Plan Administrator. If this complete withdrawal liability was incurred, ATI estimates that payments of the obligation would be required on a straight-line basis over a 15-year period.

Critical Accounting Policies

The accompanying consolidated financial statements have been prepared in conformity with United States generally accepted accounting principles. When more than one accounting principle, or the method of its application, is generally accepted, management selects the principle or method that is most appropriate in our specific circumstances. Application of these accounting principles requires our management to make estimates about the future resolution of existing uncertainties; as a result, actual results could differ from these estimates. In preparing these consolidated financial statements, management has made its best estimates and judgments of the amounts and disclosures included in the financial statements giving due regard to materiality.

Asset Impairment

We monitor the recoverability of the carrying value of our long-lived assets. An impairment charge is recognized when the expected net undiscounted future cash flows from an asset's use (including any proceeds from disposition) are less than the asset's carrying value, and the asset's carrying value exceeds its fair value. Changes in the expected use of a long-lived asset group, and the financial performance of the long-lived asset group and its operating segment, are evaluated as indicators of possible impairment. Future cash flow

value may include appraisals for property, plant and equipment, land and improvements, future cash flow estimates from operating the long-lived assets, and other operating considerations.

On December 2, 2020 As of April 3, 2022, we announced a strategic repositioning our Sheffield, UK operations were classified as held for sale, and the terms of our SRP business within the AA&S segment, with a focus of increasing emphasis on the specialty rolled products portion of its product portfolio, which comprise titanium-based alloys including aerospace-grade titanium plate products, nickel-based alloys, and stainless products with more differentiated characteristics for specialty applications, including thin-gauge PRS. The December 2, 2020 decision to exit production of standard stainless products represented a significant indicator sale resulted in indicators of impairment in the carrying value long-lived assets of certain this disposal group. A \$22.3 million long-lived assets. Based on projected cash flows asset impairment charge was recorded in the first quarter of fiscal year 2022, reported as part of the Brackenridge, PA operations, including \$112.2 million loss on sale of this business for the HRPF, we completed a fair value analysis as of the beginning of the fourth quarter of 2020 and recognized a \$1,032.6 million impairment charge for this facility based on an estimated fair value of \$354 million fiscal year ended January 1, 2023. This long-lived asset impairment charge was determined using a the held in use for sale framework and an income approach, which represents Level 3 unobservable 1 information in the fair value hierarchy. This impairment assessment and valuation method require us to make estimates and assumptions regarding future operating results, cash flows, changes in working capital and capital expenditures, selling prices, profitability, and the cost of capital. Many of these assumptions are determined by reference to market participants we have identified. For example, the weighted average cost of capital (WACC) used in our discounted cash flow assessment was 9.3% and the long-term growth rate was 2%. Although we believe that the estimates and assumptions used were reasonable, actual results could differ from those estimates and assumptions.

Goodwill is reviewed annually in the fourth quarter of each fiscal year for impairment or more frequently if impairment indicators arise. Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. At December 31, 2022 December 31, 2023, the Company had \$227.2 million of goodwill on its consolidated balance sheet, all of which relates to the HPMC segment. Goodwill decreased \$0.7 million in 2022 due to foreign currency translation on goodwill denominated in functional currencies other than the U.S. dollar.

For our annual goodwill impairment evaluation performed in the fourth quarter of 2022, fiscal year 2023, quantitative goodwill assessments were performed for the two HPMC reporting units with goodwill. Fair values were determined by using a quantitative assessment that may include includes discounted cash flow and multiples of cash earnings valuation techniques, plus valuation comparisons to recent public sale transactions of similar businesses, if any, which represents Level 3 unobservable information in the fair value hierarchy. These impairment assessments and valuation methods require us to make estimates and assumptions regarding revenue growth, changes in working capital and capital expenditures, selling prices and profitability that drive cash flows, and the WACC. Many of these assumptions are determined by reference to market participants we have identified. For example, our WACC used in our discounted cash flow assessments was 11.7% 12.0% and long-term growth rates ranged from 3% to 3.5%. The estimated effect of a 0.50% change in the WACC would result in a 10% change in the fair value of the Forged

Products reporting unit. Although we believe that the estimates and assumptions used were reasonable, actual results could differ from those estimates and assumptions.

The \$227.2 million of goodwill remaining as of December 31, 2022 December 31, 2023 on our consolidated balance sheet is comprised of \$161.2 million at the Forged Products reporting unit and \$66.0 million at the Specialty Materials reporting unit. For our annual goodwill impairment evaluation performed in the fourth quarter of 2022, fiscal year 2023, the Specialty Materials reporting unit had a fair value that was significantly in excess of carrying value. The Forged Products reporting unit had a fair value that exceeded carrying value by more than 50% approximately 60% for the 2022 fiscal year 2023 annual assessment, which increased compared to the annual evaluation for 2021. fiscal year 2022. As a result, no impairments were determined to exist from the annual goodwill impairment evaluation for the fiscal years ended

December 31, 2022, 2021 December 31, 2023, January 1, 2023 or 2020. January 2, 2022. In order to validate the reasonableness of the estimated fair values of the reporting units as of the valuation date, a reconciliation of the aggregate fair values of all reporting units to market capitalization was performed using a reasonable control premium. In addition, no indicators of impairment were observed in 2022 fiscal years 2023 or 2021 2022 associated with any of our long-lived assets in the HPMC segment.

During the second quarter of 2020, we performed an interim goodwill impairment analysis on the Forged Products reporting unit and its \$460.4 million goodwill balance based on assessed potential indicators of impairment, including recent disruptions to the global commercial aerospace market resulting from the COVID-19 pandemic, and the increasing uncertainty of near-term demand requirements of aero-engine and airframe markets based on government responses to the pandemic and ongoing interactions with customers. For the 2020 interim impairment analysis, fair value was determined by a quantitative assessment that used a discounted cash flow technique. As a result of the second quarter 2020 interim goodwill impairment evaluation, we determined that the fair value of the Forged Products reporting unit was below carrying value, including goodwill, by \$287.0 million. This was primarily due to changes in the timing and amount of expected cash flows resulting from lower projected revenues, profitability and cash flows due to near-term reductions in commercial aerospace market demand. Consequently, during the second quarter of 2020, we recorded a \$287.0 million impairment charge for the partial impairment of Forged Products reporting unit goodwill, most of which was assigned from the Company's 2011 Ladish acquisition that was not deductible for income tax purposes. assets.

Income Taxes

The provision for income taxes includes deferred taxes resulting from temporary differences in income for financial and tax purposes using the liability method. Such temporary differences result primarily from differences in the carrying value of assets and liabilities. Future realization of deferred income tax assets requires sufficient taxable income within the carryback and/or carryforward period available under tax law. On a quarterly basis, we evaluate the realizability of our deferred tax assets.

The evaluation includes the consideration of all available evidence, both positive and negative, regarding the estimated future reversals of existing taxable temporary differences, estimated future taxable income exclusive of reversing temporary differences and carryforwards, historical taxable income in prior carryback periods if carryback is permitted, and potential tax planning strategies which may be employed to prevent an operating loss or tax credit carryforward from expiring unused. In situations where a three-year cumulative loss condition exists, accounting standards limit the ability to consider projections of future results as positive evidence to assess the realizability of deferred tax assets. Valuation allowances are established when it is estimated that it is more likely than not that the tax benefit of the deferred tax asset will not be realized.

Since fiscal year 2020, ATI's U.S. operations were in a three-year cumulative loss position, limiting the ability to utilize future projections as verifiable sources of income when analyzing the need for a valuation allowance. Results in 2022, fiscal years 2021 and 2020 2022 include impacts from income taxes that differ from applicable standard tax rates, primarily related to these income tax valuation allowances. In 2020, ATI's U.S. operations returned to a This cumulative loss continued until fiscal year 2023 when ATI exited the three-year cumulative loss position limiting our ability and we concluded it was appropriate to utilize consider future projections as sources a source of income when analyzing the need for a valuation allowance. The consolidated income We determined that valuation allowances on net deferred tax provision of \$77.7 million asset balances for fiscal year 2020 primarily relates to increases to federal and certain state jurisdictions are no longer required. Certain individual tax attributes still require a valuation allowance based on expected utilization. At December 31, 2023, our deferred tax asset valuation allowances based on allowance was \$60.3 million. In fiscal year 2023, ATI recorded a tax benefit associated with the valuation allowance due to the current year income for the U.S. operations and an analysis of additional benefit was recorded related to the expected realization of deferred tax assets and liabilities within applicable expiration periods. In 2021 and 2022, ATI continued valuation allowance release associated with ATI's ability to maintain income tax valuation

allowances on its U.S. Federal and state deferred tax assets, utilize projections for future income. In addition, we have \$67.5 million \$24.1 million of valuation allowances on amounts recorded in other comprehensive loss on the consolidated balance sheet as of December 31, 2022 December 31, 2023.

While we remain in a cumulative loss condition, our ability to evaluate the realizability of deferred tax assets is generally limited to the ability to offset timing differences on taxable income associated with deferred tax liabilities. Therefore, a change in estimate of deferred tax asset valuation allowances for federal, state, or foreign jurisdictions during this cumulative loss condition period will primarily be affected by changes in estimates of the time periods that deferred tax assets and liabilities will be realized, or on a limited basis to tax planning strategies that may result in a change in the amount of taxable income realized.

Retirement Benefits

We have defined contribution retirement plans or benefit pension plans covering substantially all of our employees. We also sponsor several postretirement plans covering certain hourly and salaried employees and retirees. These plans provide health care and life insurance benefits for eligible employees. Company contributions to defined contribution retirement plans are generally based on a percentage of eligible pay or based on hours worked, and are funded with cash. All of ATI's defined benefit pension plans are closed to new entrants, and at most ATI operations with pension participants the plans are frozen for all future benefit accruals, with less than 10% of 800 participants in ATI's U.S. qualified defined still accruing benefit plans still earning additional pension service. Additionally, all of the remaining, collectively-bargained collectively bargained defined benefit retiree health care plans at ATI's operations are closed to new entrants, with cost caps in place for these obligations. As a result of these actions, ATI's retirement savings and other postretirement benefit programs have largely transitioned to a defined contribution structure.

Under U.S. generally accepted accounting principles, amounts recognized in financial statements for defined benefit pension plans are determined on an actuarial basis, rather than as contributions are made to the plan. A significant element in determining our pension income or expense in accordance with the accounting standards is the expected investment return on plan assets. In establishing the expected return on plan investments, which is reviewed annually in the fourth quarter, we take into consideration input from our third party third-party pension plan asset managers and actuaries regarding the types of securities the plan assets are invested in, how those investments have performed historically, and expectations for how those investments will perform in the future. Our weighted average expected long-term return on pension plan investments was 6.43% initially 6.57% in 2022,

fiscal year 2023, and 5.80% upon remeasurement as of October 17, 2023, following the weighted average large annuity buyout of retirees. The expected long-term rate of return on pension plan investments for 2023 fiscal year 2024 will be 6.57% 5.80%. We apply the assumed rate of return to the market value of plan assets at the end of the previous year. This produces the expected return on plan assets that is included in annual pension expense for the current year. The actual returns on pension plan assets for the last five fiscal years have been 2.0% for 2023, (14.5)% for 2022, 12.4% for 2021, 15.2% for 2020, and 15.1% for 2019, and (4.8)% for 2018, 2019. The effect of increasing, or lowering, the expected return on pension plan investments by 0.25% would result in additional pre-tax annual income, or expense, of approximately \$4 million \$1 million. The cumulative difference between the expected return and the actual return on plan assets is deferred immediately recognized in earnings through net periodic pension benefit cost within nonoperating retirement benefit expense on the consolidated statements of operations when pension plans are remeasured annually in the fourth quarter or on an interim basis as triggering events require remeasurement. This immediate recognition is in accordance with the accounting standards and amortized into pension income or expense over future periods. is a result of our change in accounting principle in the fourth quarter of fiscal year 2023 as discussed in Note 1 to the Consolidated Financial Statements. The amount of expected return on plan assets can vary significantly from year-to-year since the calculation is dependent on the market value of plan assets as of the end of the preceding year. U.S. generally accepted accounting principles allow companies to calculate the expected return on pension assets using either an average of fair market values of pension assets over a period not to exceed five years, which reduces the volatility in reported pension income or expense, or their fair market value at the end of the previous year. However, the U.S. Securities and Exchange Commission currently does not permit companies to change from the fair market value at the end of the previous year methodology, which is the methodology that we use, to an averaging of fair market values of plan assets methodology. As a result, our results of operations and those of other companies, including companies with which we compete, may not be comparable due to these different methodologies in calculating the expected return on pension investments.

In accordance with accounting standards, we determine the discount rate used to value pension plan liabilities as of the last day of our fiscal year. The discount rate reflects the current rate at which the pension liabilities could be effectively settled. In estimating this rate, we receive input from our actuaries regarding the rates of return on high quality, fixed-income investments with maturities matched to the expected future retirement benefit payments. Based on this assessment, we established a discount rate of 5.55% 5.60% for valuing the pension liabilities as of December 31, 2022 December 31, 2023, and for determining the pension expense for 2023. fiscal year 2024. We had previously assumed a discount rate of 5.55% at the end of fiscal year 2022, which changed to 6.40% upon the remeasurement as of October 17, 2023, following the large annuity buyout of retirees, and 2.95% at the end of 2021 and 2.60% at the end of 2020, fiscal year 2021. The estimated effect of changing the discount rate by 0.50% would decrease pension liabilities in the case of an increase in the discount rate or increase pension liabilities in the case of a decrease in the discount rate, by approximately \$90 million \$20 million. Such a change in the discount rate would decrease have an insignificant impact to pension expense in the case of an increase in the discount rate, or increase pension expense in the case of a decrease in the discount rate, by less than \$2 million, expense. The effect on pension liabilities for changes to the discount rate, as well as the net effect of other changes in actuarial assumptions and experience, are deferred and amortized over future periods immediately recognized in earnings through net periodic pension benefit cost within nonoperating retirement benefit expense on the consolidated statements of operations when pension plans are remeasured annually in the fourth quarter or on an interim basis as triggering events require remeasurement. This immediate recognition is in accordance with the accounting standards.

As discussed above, gains standards and losses due to differences between actual and expected results for investment returns on plan assets, changes is a result of our change in accounting principle in the discount rate used fourth quarter of fiscal year 2023 as discussed in Note 1 to value benefit obligations, and other changes in estimates such as participant life expectancy are deferred and recognized in the consolidated statement of operations over future periods. However, for balance sheet presentation, these gains and losses are included in the determination of benefit obligations, net of plan assets, included on the year-end consolidated balance sheet. At December 31, 2022, the Company had approximately \$1.2 billion of pre-tax net actuarial losses on its pension obligations, primarily related to an extended decline in prior years in the discount rate used to value the pension obligations. These actuarial losses have been recognized on the consolidated balance sheet through a reduction in stockholders' equity, and are being recognized in the consolidated statement of operations through expense amortizations over future years. Due to all of ATI's defined benefit plans being closed to new entrants, with the population predominately frozen for future benefit accruals, the amortization period for accumulated other comprehensive loss recognition for all of these plans is average remaining life expectancy, which is approximately 17 years on a weighted average basis. Consolidated Financial Statements.

With respect to our postretirement plans, under most of the plans, our contributions towards retiree medical premiums are capped based upon the cost as of certain dates, thereby creating a defined contribution. In accordance with U.S. generally accepted accounting standards, postretirement expenses recognized in financial statements associated with defined benefit plans are determined on an actuarial basis, rather than as benefits are paid. We use actuarial assumptions, including the discount rate and the expected trend in health care costs, to estimate the costs and benefit obligations for these plans. The discount rate, which is determined annually at the end of each fiscal year, is developed based upon rates of return on high quality, fixed-income investments. At the end of 2022, fiscal year 2023, we determined the rate to be 5.45% 5.40%, compared to a 5.45% discount rate in fiscal year 2022, and a 2.80% discount rate in 2021, and a 2.45% discount rate in 2020, fiscal year 2021. The estimated effect of changing the discount rate by 0.50% would

decrease postretirement obligations in the case of an increase in the discount rate or increase postretirement obligations in the case of a decrease in the discount rate, by approximately \$7 million. Such a change in the discount rate would ~~decrease~~ have an insignificant impact to postretirement benefit ~~expense in the case of an increase in the discount rate, or increase postretirement benefit expense in the case of a decrease in the discount rate, by less than \$1 million.~~ expense. Based upon predictions of continued significant medical cost inflation in future years, the annual assumed rate of increase in the per capita cost of covered benefits of health care plans is ~~7.8%~~ 7.2% in ~~2023~~ 2024 and is assumed to gradually decrease to 4.0% in the year 2048 and remain level thereafter. Assumed health care cost trend rates can have a significant effect on the benefit obligation for health care plans, however, the Company's contributions for most of its retiree health plans are capped based on a fixed premium amount, which limits the impact of future health care cost increases.

Forward-Looking Statements

From time-to-time, the Company has made and may continue to make "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements in this report relate to future events and expectations and, as such, constitute forward-looking statements. Forward-looking statements include those containing such words as ~~"anticipates,"~~

~~"anticipates,"~~ "believes," "estimates," "expects," "would," "should," "will," "will likely result," "forecast," "outlook," "projects," and similar expressions. Such forward-looking statements are based on management's current expectations and include known and unknown risks, uncertainties and other factors, many of which the Company is unable to predict or control, that may cause our actual results or performance to materially differ from any future results or performance expressed or implied by such statements. Various of these factors are described in Item 1A, Risk Factors, of this Annual Report on Form 10-K and will be described from time-to-time in the Company filings with the SEC, including the Company's Annual Reports on Form 10-K and the Company's subsequent reports filed with the SEC on Form 10-Q and Form 8-K, which are available on the SEC's website at www.sec.gov and on the Company's website at www.atimetals.com. We assume no duty to update our forward-looking statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

As part of our risk management strategy, we utilize derivative financial instruments, from time to time, to hedge our exposure to changes in energy and raw material prices, foreign currencies, and interest rates. We monitor the third-party financial institutions that are our counterparty to these financial instruments on a daily basis and diversify our transactions among counterparties to minimize exposure to any one of these entities. Fair values for derivatives were measured using exchange-traded prices for the hedged items including consideration of counterparty risk and ATI's credit risk. Our exposure to volatility in interest rates is presently not material, as nearly all of our debt is at fixed interest rates.

Volatility of Interest Rates. We may enter into derivative interest rate contracts to maintain a reasonable balance between fixed- and floating-rate debt. ATI has a \$50 million floating-for-fixed interest rate swap which converts a portion of the ABL Term Loan to a 4.21% fixed rate. The swap matures in June 2024. We designated the interest rate swap as a cash flow hedge of our exposure to the variability of the payment of interest on a portion of its ABL Term Loan borrowings. The ineffective portion at hedge inception, determined from the fair value of the swap immediately prior to amendment in July 2019, was amortized to interest expense over the initial ABL Term Loan swap maturity date of January 12, 2021. Any gain or loss associated with this hedging arrangement is included in interest expense. At ~~December 31, 2022~~ December 31, 2023, the net mark-to-market valuation of the outstanding interest rate swap was an unrealized pre-tax gain of ~~\$1.9 million~~ \$0.7 million, comprised of ~~\$1.4 million~~ \$0.7 million in prepaid expenses and other current ~~assets and~~ \$0.5 million in other assets on the balance sheet.

Volatility of Energy Prices. Energy resources markets are subject to conditions that create uncertainty in the prices and availability of energy resources. The prices for and availability of electricity, natural gas, oil and other energy resources are subject to volatile market conditions. These market conditions often are affected by political and economic factors beyond our control. Increases in energy costs, or changes in costs relative to energy costs paid by competitors, have and may continue to adversely affect our profitability. To the extent that these uncertainties cause suppliers and customers to be more cost sensitive, increased energy prices may have an adverse effect on our results of operations and financial condition. We use approximately 6 to 8 million MMBtu's of natural gas annually, depending upon business conditions, in the manufacture of our products. These purchases of natural gas expose us to risk of higher gas prices. For example, a hypothetical \$1.00 per MMBtu increase in the price of natural gas would result in increased annual energy costs of approximately \$6 to \$8 million. We use several approaches to minimize any material adverse effect on our financial condition or results of operations from volatile energy prices. These approaches include incorporating an energy surcharge on many of our products and using financial derivatives or physical hedges to reduce exposure to energy price volatility.

At ~~December 31, 2022~~ December 31, 2023, the outstanding financial derivatives used to hedge our exposure to energy cost volatility included natural gas hedges. At ~~December 31, 2022~~ December 31, 2023, we hedged approximately ~~70%~~ 75% of our annual forecasted domestic requirements for natural gas for ~~2023~~ fiscal year 2024 and approximately ~~25%~~ 35% for ~~2024~~ fiscal year 2025. At ~~December 31, 2022~~ December 31, 2023, the net mark-to-market valuation of the outstanding natural gas hedges was an unrealized pre-tax ~~gain~~ loss of ~~\$0.6 million~~ \$6.6 million, comprised of ~~\$2.4 million~~ in prepaid expenses and other current assets, ~~\$0.7 million~~ \$0.1 million in other assets, ~~\$2.0 million~~ \$5.6 million in other current liabilities and ~~\$0.5 million~~ \$1.1 million in other long-term liabilities on the balance sheet. For the year ended ~~December 31, 2022~~ December 31, 2023, the effects of natural gas hedging activity ~~decreased~~ increased cost of sales by ~~\$15.1 million~~ \$7.5 million.

Volatility of Raw Material Prices. We use raw materials surcharge and index mechanisms to offset the impact of increased raw material costs; however, competitive factors in the marketplace can limit our ability to institute such mechanisms, and there can be a delay between the increase in the price of raw materials and the realization of the benefit of such mechanisms. For example, in ~~2022~~ fiscal year 2023 we used approximately 70 million pounds of nickel; therefore a hypothetical change of \$1.00 per pound in nickel prices would result in increased costs of approximately \$70 million. While we enter into raw materials futures contracts from time-to-time to hedge exposure to price fluctuations, such as for nickel, we cannot be certain that our hedge position adequately reduces exposure. We believe that we have adequate controls to monitor these contracts, but we may not be able to accurately assess exposure to price volatility in the markets for critical raw materials.

The majority of our products are sold utilizing raw material surcharges and index mechanisms. However, as of ~~December 31, 2022~~ December 31, 2023, we had entered into financial hedging arrangements, primarily at the request of our customers, related to firm orders, for an aggregate amount of approximately ~~6 million~~ 4 million pounds of nickel with hedge dates through ~~fiscal year~~ 2024. The aggregate notional amount hedged is approximately ~~8%~~ 6% of a single year's estimated nickel raw material purchase requirements. These derivative instruments are used to hedge the variability of a selling price that is based on the London Metals Exchange (LME) index for nickel, as well as to hedge the variability of the purchase cost of nickel based on this LME index. Any gain or loss associated with these hedging arrangements is included in sales or cost of sales, depending on whether the underlying risk being hedged was the variable selling price or the variable raw material cost, respectively. At ~~December 31, 2022~~ December 31, 2023, the net mark-to-market valuation of our outstanding raw material hedges was an unrealized pre-tax ~~gain~~ loss of ~~\$10.9 million~~ \$7.5 million, comprised of ~~\$12.5 million~~ in prepaid expenses and other current ~~assets, \$0.5 million in other assets, and \$2.1 million~~ \$7.5 million in other current liabilities on the balance sheet.

Foreign Currency Risk. Foreign currency exchange contracts are used, from time-to-time, to limit transactional exposure to changes in currency exchange rates. We sometimes purchase foreign currency forward contracts that permit us to sell specified amounts of foreign currencies expected to be received from our export sales for pre-established U.S. dollar amounts at specified dates. The forward contracts are denominated in the same foreign currencies in which export sales are denominated. These contracts are designated as hedges of the variability in cash flows of a portion of the forecasted future export sales transactions which otherwise would expose the Company to foreign currency risk, primarily the euro. In addition, we may also hedge forecasted capital expenditures and designate cash balances held in foreign currencies as hedges of forecasted foreign currency transactions. At December 31, 2022 December 31, 2023, we had no significant outstanding foreign currency forward contracts.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of ATI Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of ATI Inc. and Subsidiaries subsidiaries (the Company) as of December 31, 2022 December 31, 2023 and 2021, January 1, 2023, the related consolidated statements of operations, comprehensive income (loss), cash flows and statements of changes in consolidated equity for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes (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, 2022 December 31, 2023 and 2021, January 1, 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 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, 2022 December 31, 2023, based on criteria established in Internal Control — Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 24, 2023 February 23, 2024 expressed an unqualified opinion thereon.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for recognizing actuarial gains and losses for its defined benefit pension plans during the year ended December 31, 2023. The Company adopted this change on a retrospective basis.

Basis for Opinion

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

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

Critical Audit Matter

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

Goodwill impairment assessment- assessment - Forged Products reporting unit

Description of the Matter At December 31, 2022 December 31, 2023, the Company had \$227.2 million of goodwill on its consolidated balance sheet. As discussed in Note 1 to the consolidated financial statements, goodwill is reviewed annually for impairment, or more frequently if impairment indicators arise. The assessment of goodwill for impairment requires a comparison of the fair value of each reporting unit that has goodwill associated with its operations to its carrying amount, including goodwill. If the Company's carrying amount of a reporting unit exceeds its fair value, an impairment loss would be measured as the excess of the carrying value over the calculated fair value.

Auditing the Company's annual goodwill impairment test for the Forged Products reporting unit was complex because the estimation of fair value involves subjective management assumptions, such as revenue growth, profitability and specifically the weighted-average cost of capital assumption and a complex valuation methodology, such as the discounted cash flow. Assumptions used Changes in the Company's valuation model are forward-looking, and changes in these assumptions this assumption can have a material effect on the determination of fair value.

How We Addressed the Matter in Our Audit We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's goodwill impairment evaluation process, including controls over management's review of the assumptions assumption described above.

Our audit procedures to test management's impairment evaluation of the Forged Products reporting unit included, among others, assessing the valuation methodology, and assumptions the assumption discussed above, and the underlying data used to develop such assumptions. For example, we compared certain assumptions to current industry, market and economic trends. the assumption. Where appropriate, we evaluated whether changes to the Company's business market inputs and other factors would affect the assumptions, assumption. We also assessed the historical accuracy of management's estimates and performed independent sensitivity analyses. We involved our valuation specialists to assist us in evaluating the methodology and auditing the assumptions assumption used to calculate the estimated fair value of the Forged Products reporting unit.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1996.

Pittsburgh, Pennsylvania

February 24, 2023 23, 2024

ATI Inc. and Subsidiaries
Consolidated Statements of Operations

(In millions, except per share amounts)

For the Years Ended				
December 31,		2022	2021	2020
		Fiscal Year Ended		
		December		
		31, 2023	December 31, 2023	January 1, 2023*
				January 2, 2022*
Sales	Sales	\$ 3,836.0	\$2,799.8	\$ 2,982.1
Cost of sales	Cost of sales	3,121.8	2,466.6	2,689.3
Cost of sales				
Cost of sales				
Gross profit	Gross profit	714.2	333.2	292.8
Selling and administrative expenses	Selling and administrative expenses	297.5	226.9	201.0
Impairment of goodwill		—	—	287.0
Restructuring charges (credits)	Restructuring charges (credits)	(4.8)	(11.3)	1,107.5
Loss on asset sales and sales of businesses, net	Loss on asset sales and sales of businesses, net	134.2	—	—

Operating income (loss)		287.3	117.6	(1,302.7)
Operating income				
Nonoperating retirement benefit income (expense)	Nonoperating retirement benefit income (expense)	(25.4)	37.2	(62.1)
Interest expense, net	Interest expense, net	(87.4)	(96.9)	(94.4)
Debt extinguishment charge	Debt extinguishment charge	—	(65.5)	(21.5)
Other income (loss), net	Other income (loss), net	(12.5)	18.2	(1.2)
Income (loss) before income taxes		162.0	10.6	(1,481.9)
Income tax provision		15.5	26.8	77.7
Net income (loss)		146.5	(16.2)	(1,559.6)
Income before income taxes				
Income tax provision (benefit)				
Net income				
Less: Net income attributable to noncontrolling interests	Less: Net income attributable to noncontrolling interests	15.6	22.0	13.0
Net income (loss) attributable to ATI		\$ 130.9	\$ (38.2)	\$(1,572.6)
Net income attributable to ATI				
Basic net income (loss) attributable to ATI per common share		\$ 1.03	\$ (0.30)	\$ (12.43)
Basic net income attributable to ATI per common share				
Basic net income attributable to ATI per common share				
Basic net income attributable to ATI per common share				
Diluted net income (loss) attributable to ATI per common share		\$ 0.96	\$ (0.30)	\$ (12.43)
Diluted net income attributable to ATI per common share				
Diluted net income attributable to ATI per common share				
Diluted net income attributable to ATI per common share				

*Fiscal years ended January 1, 2023 and January 2, 2022 reflect a change in accounting principle, as described in Note 1 of the Notes to the Consolidated Financial Statements.

The accompanying notes are an integral part of these statements.

ATI Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss)
(In millions)

For the Years Ended December 31,		2022	2021	2020
Net income (loss)		\$ 146.5	\$ (16.2)	\$ (1,559.6)
		Fiscal Year Ended		Fiscal Year Ended
		December		
		31, 2023	December 31, 2023	January 1, 2023* January 2, 2022*
Net income				
Currency translation adjustment	Currency translation adjustment			
Unrealized net change arising during the period	Unrealized net change arising during the period	(43.5)	(4.6)	32.5
Reclassification adjustment included in net income (loss)		20.0	—	—
Unrealized net change arising during the period				
Unrealized net change arising during the period				
Reclassification adjustment included in net income				
Total	Total	(23.5)	(4.6)	32.5
Derivatives	Derivatives			
Net derivatives gain (loss) on hedge transactions	Net derivatives gain (loss) on hedge transactions	53.8	15.5	(2.8)
Reclassification to net income (loss) of net realized (gain) loss		(42.8)	(11.4)	6.0
Net derivatives gain (loss) on hedge transactions				
Net derivatives gain (loss) on hedge transactions				
Reclassification to net income of net realized loss (gain)				
Income taxes on derivative transactions	Income taxes on derivative transactions	—	—	—
Total	Total	11.0	4.1	3.2
Postretirement benefit plans	Postretirement benefit plans			
Actuarial loss				
Actuarial gain/loss				
Actuarial gain/loss				
Actuarial gain/loss				
Amortization of net actuarial loss				
Amortization of net actuarial loss				

Amortization of net actuarial loss	Amortization of net actuarial loss	76.7	89.5	85.3
Net gain (loss) arising during the period	Net gain (loss) arising during the period	155.0	155.9	(128.4)
Prior service cost	Prior service cost			
Amortization to net income (loss) of net prior service credits		(0.5)	(1.8)	(3.1)
Settlement loss (gain) included in net income (loss)		29.5	(21.9)	—
Amortization to net income of net prior service credits				
Amortization to net income of net prior service credits				
Amortization to net income of net prior service credits				
Settlement loss (gain) included in net income				
Income taxes on postretirement benefit plans	Income taxes on postretirement benefit plans	—	(15.5)	—
Total	Total	260.7	237.2	(46.2)
Other comprehensive income (loss), net of tax	Other comprehensive income (loss), net of tax	248.2	236.7	(10.5)
Comprehensive income (loss)		394.7	220.5	(1,570.1)
Comprehensive income				
Less: Comprehensive income (loss) attributable to noncontrolling interests	Less: Comprehensive income (loss) attributable to noncontrolling interests	(2.7)	26.8	24.4
Comprehensive income (loss) attributable to ATI		\$ 397.4	\$193.7	\$(1,594.5)
Comprehensive income attributable to ATI				

*Fiscal years ended January 1, 2023 and January 2, 2022 reflect a change in accounting principle, as described in Note 1 of the Notes to the Consolidated Financial Statements.

The accompanying notes are an integral part of these statements.

ATI Inc. and Subsidiaries Consolidated Balance Sheets

(In millions, except share and per share amounts)	(In millions, except share and per share amounts)	December 31, 2022	December 31, 2021	(In millions, except share and per share amounts)	December 31, 2023	January 1, 2023*
Assets	Assets					

Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	\$ 584.0	\$ 687.7
Accounts receivable, net	Accounts receivable, net	579.2	470.0
Short-term contract assets	Short-term contract assets	64.1	53.9
Inventories, net	Inventories, net	1,195.7	1,046.3
Prepaid expenses and other current assets	Prepaid expenses and other current assets	53.4	48.8
Total Current Assets	Total Current Assets	2,476.4	2,306.7
Property, plant and equipment, net	Property, plant and equipment, net	1,549.1	1,528.5
Goodwill	Goodwill	227.2	227.9
Other assets	Other assets	192.9	222.1
Total Assets	Total Assets	\$4,445.6	\$4,285.2
Liabilities and Stockholders' Equity			
Accounts payable	Accounts payable	\$ 553.3	\$ 375.5
Accounts payable			
Accounts payable			
Short-term contract liabilities	Short-term contract liabilities	149.1	116.2
Short-term debt and current portion of long-term debt	Short-term debt and current portion of long-term debt	41.7	131.3
Other current liabilities	Other current liabilities	219.8	233.4
Total Current Liabilities	Total Current Liabilities	963.9	856.4
Long-term debt	Long-term debt	1,706.3	1,711.6
Accrued postretirement benefits	Accrued postretirement benefits	184.9	258.1
Pension liabilities	Pension liabilities	225.6	415.4
Other long-term liabilities	Other long-term liabilities	207.7	211.0
Total Liabilities	Total Liabilities	3,288.4	3,452.5
Equity:	Equity:		
Equity:			
Equity:			
ATI Stockholders' Equity:			
ATI Stockholders' Equity:			
ATI Stockholders' Equity:	ATI Stockholders' Equity:		
Preferred stock, par value \$0.10: authorized-50,000,000 shares; issued-none	Preferred stock, par value \$0.10: authorized-50,000,000 shares; issued-none	—	—

Common stock, par value \$0.10: authorized-500,000,000 shares; issued- 131,392,262 shares at December 31, 2022 and 127,484,902 shares at December 31, 2021; outstanding-128,273,042 shares at December 31, 2022 and 127,253,045 shares at December 31, 2021		13.1	12.7
Preferred stock, par value \$0.10: authorized-50,000,000 shares; issued- none			
Preferred stock, par value \$0.10: authorized-50,000,000 shares; issued- none			
Common stock, par value \$0.10: authorized- 500,000,000 shares; issued- 132,300,971 shares at December 31, 2023 and 131,392,262 shares at January 1, 2023; outstanding- 126,879,099 shares at December 31, 2023 and 128,273,042 shares at January 1, 2023			
Additional paid-in capital	Additional paid-in capital	1,668.1	1,596.7
Retained earnings		176.9	72.7
Treasury stock: 3,119,220 shares at December 31, 2022 and 231,857 shares at December 31, 2021		(87.0)	(4.8)
Retained loss			
Treasury stock: 5,421,872 shares at December 31, 2023 and 3,119,220 shares at January 1, 2023			
Accumulated other comprehensive loss, net of tax	Accumulated other comprehensive loss, net of tax	(725.2)	(991.7)
Total ATI Stockholders' Equity	Total ATI Stockholders' Equity	1,045.9	685.6
Noncontrolling Interests	Noncontrolling Interests	111.3	147.1

Total Stockholders' Equity	Total Stockholders' Equity	1,157.2	832.7
Total Liabilities and Stockholders' Equity	Total Liabilities and Stockholders' Equity	\$4,445.6	\$4,285.2

*Fiscal year ended January 1, 2023 reflects a change in accounting principle, as described in Note 1 of the Notes to the Consolidated Financial Statements.

The accompanying notes are an integral part of these statements.

ATI Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(In millions)

For the Years Ended December 31,		2022	2021	2020
		Fiscal Year Ended		Fiscal Year Ended
		December 31,		
		2023	December 31, 2023	January 1, 2023* January 2, 2022*
Operating Activities:	Operating Activities:			
Net income (loss)		\$ 146.5	\$ (16.2)	\$(1,559.6)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization		142.9	143.9	143.3
Share-based compensation		26.0	21.1	2.9
Deferred taxes		(0.1)	1.0	69.9
Impairment of goodwill		—	—	287.0
Debt extinguishment charge		—	65.5	21.5
Gain from disposal of property, plant and equipment, net		(0.9)	(2.9)	(2.9)
Net loss (gain) from sales of businesses		141.0	(13.8)	—
Non-cash restructuring charges		—	—	1,041.5
Non-cash impairment charges				
Change in operating assets and liabilities:				
Pension plan contributions				

Pension plan contributions				
Pension plan contributions				
Retirement benefits	Retirement benefits	(46.7)	(110.7)	(91.9)
Accounts receivable	Accounts receivable	(128.5)	(126.0)	208.4
Inventories	Inventories	(190.8)	(53.9)	158.2
Accounts payable	Accounts payable	156.1	88.5	(230.5)
Accrued income taxes	Accrued income taxes	2.5	(2.6)	2.4
Accrued liabilities and other	Accrued liabilities and other	(23.1)	22.2	116.7
Cash provided by operating activities	Cash provided by operating activities	224.9	16.1	166.9
Investing Activities:				
Purchases of property, plant and equipment	Purchases of property, plant and equipment	(130.9)	(152.6)	(136.5)
Purchases of property, plant and equipment				
Purchases of property, plant and equipment				
Proceeds from disposal of property, plant and equipment	Proceeds from disposal of property, plant and equipment	3.1	20.8	5.9
Proceeds from sales of businesses, net of transaction costs	Proceeds from sales of businesses, net of transaction costs	0.3	53.1	—
Other	Other	0.8	1.4	1.9
Cash used in investing activities	Cash used in investing activities	(126.7)	(77.3)	(128.7)
Financing Activities:				
Borrowings on long-term debt	Borrowings on long-term debt	—	675.7	391.4
Borrowings on long-term debt				
Borrowings on long-term debt				
Payments on long-term debt and finance leases	Payments on long-term debt and finance leases	(23.1)	(515.6)	(212.1)
Net borrowings (payments) under credit facilities	Net borrowings (payments) under credit facilities	(5.6)	21.7	0.2
Purchase of convertible note capped call	Purchase of convertible note capped call	—	—	(19.4)
Debt issuance costs	Debt issuance costs	—	(9.5)	(9.1)
Debt extinguishment charge	Debt extinguishment charge	—	(64.5)	(19.1)
Purchase of treasury stock	Purchase of treasury stock	(139.9)	—	—

Sale to noncontrolling interests	Sale to noncontrolling interests	6.4	—	—
Dividends paid to noncontrolling interests	Dividends paid to noncontrolling interests	(34.0)	—	(7.2)
Shares repurchased for income tax withholding on share-based compensation	Shares repurchased for income tax withholding on share-based compensation	(5.7)	(4.8)	(7.8)
Cash provided by (used in) financing activities	Cash provided by (used in) financing activities	(201.9)	103.0	116.9
Increase (decrease) in cash and cash equivalents	Increase (decrease) in cash and cash equivalents	(103.7)	41.8	155.1
Cash and cash equivalents at beginning of year	Cash and cash equivalents at beginning of year	687.7	645.9	490.8
Cash and cash equivalents at end of year	Cash and cash equivalents at end of year	\$ 584.0	\$ 687.7	\$ 645.9

*Fiscal years ended January 1, 2023 and January 2, 2022 reflect a change in accounting principle, as described in Note 1 of the Notes to the Consolidated Financial Statements.

Amounts presented on the Consolidated Statements of Cash Flows may not agree to the corresponding changes in consolidated balance sheet items due to the accounting for purchases and sales of businesses and the effects of foreign currency translation.

The accompanying notes are an integral part of these statements.

ATI Inc. and Subsidiaries

Statements of Changes in Consolidated Equity

	ATI Stockholders									ATI Stockholders							
	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests	Total Equity	Common Stock		Additional Paid-In Capital	Retained Earnings (Loss)	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests	Total Equity		
(In millions)	(In millions)								(In millions)								
Balance, December 31, 2019	\$ 12.7	\$1,618.0	\$1,679.3	\$(18.2)	\$ (1,201.7)	\$ 103.1	\$2,193.2										
Net income (loss)	—	—	(1,572.6)	—	—	13.0	(1,559.6)										
Other comprehensive income (loss)	—	—	—	—	(21.9)	11.4	(10.5)										
Equity component of convertible note	—	49.8	—	—	—	—	49.8										
Convertible note capped call	—	(19.4)	—	—	—	—	(19.4)										
Dividends paid to noncontrolling interest	—	—	—	—	—	(7.2)	(7.2)										
Employee stock plans	—	(22.9)	(0.2)	18.2	—	—	(4.9)										
Balance, December 31, 2020	\$ 12.7	\$1,625.5	\$ 106.5	\$ —	\$ (1,223.6)	\$ 120.3	\$ 641.4										
Net income (loss)	—	—	(38.2)	—	—	22.0	(16.2)										
Balance, January 3, 2021																	
Net income																	

Other comprehensive income	Other comprehensive income	—	—	—	—	231.9	4.8	236.7
Cumulative effect of adoption of new accounting standard	Cumulative effect of adoption of new accounting standard	—	(49.8)	4.4	—	—	—	(45.4)
Cumulative effect of change in accounting principle								
Employee stock plans	Employee stock plans	—	21.0	—	(4.8)	—	—	16.2
Balance, December 31, 2021		\$ 12.7	\$1,596.7	\$ 72.7	\$ (4.8)	\$ (991.7)	\$ 147.1	\$ 832.7
Balance, January 2, 2022*								
Net income	Net income	—	—	130.9	—	—	15.6	146.5
Other comprehensive income (loss)	Other comprehensive income (loss)	—	—	—	—	266.5	(18.3)	248.2
Purchase of treasury stock	Purchase of treasury stock	—	—	—	(139.9)	—	—	(139.9)
Conversion of convertible notes	Conversion of convertible notes	0.3	45.4	(26.7)	63.5	—	—	82.5
Dividends paid to noncontrolling interest	Dividends paid to noncontrolling interest	—	—	—	—	—	(34.0)	(34.0)
Sales of subsidiary shares to noncontrolling interest	Sales of subsidiary shares to noncontrolling interest	—	—	—	—	—	0.9	0.9
Employee stock plans	Employee stock plans	0.1	26.0	—	(5.8)	—	—	20.3
Balance, December 31, 2022		\$ 13.1	\$1,668.1	\$ 176.9	\$ (87.0)	\$ (725.2)	\$ 111.3	\$1,157.2
Balance, January 1, 2023*								
Net income								
Other comprehensive loss								
Purchase of treasury stock								
Dividends paid to noncontrolling interest								
Employee stock plans								

Balance,
December 31,
2023

*Fiscal years ended January 1, 2023 and January 2, 2022 reflect a change in accounting principle, as described in Note 1 of the Notes to the Consolidated Financial Statements.

The accompanying notes are an integral part of these statements.

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Principles of Consolidation and Reporting

The consolidated financial statements include the accounts of ATI Inc. and its subsidiaries. The financial results of majority-owned joint ventures are consolidated into the Company's operating results and financial position, with the minority ownership interest recognized in the consolidated statement of operations as net income attributable to noncontrolling interests, and as equity attributable to the noncontrolling interests within total stockholders' equity. The results for the Shanghai STAL Precision Stainless Steel Company Limited (STAL) are reported on a one month lag. Investments in which the Company exercises significant influence, but which it does not control (generally a 20% to 50% ownership interest) are accounted for under the equity method of accounting, whereby ATI's carrying value of the equity method investment on the consolidated balance sheet is the capital investment and any undistributed profit or loss. The investments are classified in other (noncurrent) assets on the consolidated balance sheet. The profit or loss attributable to ATI from equity method investments is included in the consolidated statements of operations as a component of Other (non-operating) income (expense). See Note 7 for further explanation of the Company's joint ventures. Intercompany accounts and transactions have been eliminated. Unless the context requires otherwise, "ATI" and the "Company" refer to ATI Inc. and its subsidiaries.

Fiscal Year

The Company follows a 4-4-5 or 5-4-4 fiscal calendar, whereby each fiscal quarter consists of thirteen weeks grouped into two four-week months and one five-week month, and its fiscal year ends on the Sunday closest to December 31. Unless otherwise stated, references to years in this Annual Report on Form 10-K relate to fiscal years, rather than calendar years. Fiscal years 2023, 2022 and 2021 ended on December 31, 2023, January 1, 2023 and January 2, 2022, respectively. All fiscal years presented include 52 weeks of operations. The dates for prior fiscal years have been revised to more precisely reflect the exact day of the year end periods for these fiscal years given our 4-4-5 or 5-4-4 calendar.

Risks and Uncertainties and Use of Estimates

The preparation of consolidated financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Management believes that the estimates are reasonable.

The Company markets its products to a diverse customer base, principally throughout the United States. No single customer accounted for more than 10% of sales for any year presented. The major end markets for ATI's products are customers in the aerospace & defense, energy, automotive, construction and mining, food equipment and appliances, and medical markets.

At December 31, 2022 December 31, 2023, ATI has approximately 6,700 7,300 active employees, of which approximately 15% are located outside the United States. Approximately 35% of ATI's workforce is covered by various collective bargaining agreements (CBAs), predominantly with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied & Industrial Service Workers International Union, AFL-CIO, CLC (USW). The Company's CBA with the USW involving approximately 1,100 active full-time represented employees located primarily within the Advanced Alloys & Solutions (AA&S) segment operations, as well as a number of inactive employees, expired on February 28, 2021. USW-represented employees continued to work under the terms of the expired CBA until March 30, 2021 when they engaged in a strike. On July 14, 2021, ATI announced that a new four-year labor agreement with the USW was ratified, ending the strike. The Company has no significant CBAs that expire in 2023, fiscal year 2024.

Change in Accounting Principle

During the fourth quarter of fiscal year 2023, the Company voluntarily changed the method of accounting for recognizing actuarial gains and losses for its defined benefit pension plans. Under the accounting method change, remeasurement of projected benefit obligation and plan assets for defined benefit pension plans are immediately recognized in earnings through net periodic pension benefit cost within nonoperating retirement benefit expense on the consolidated statements of operations, with pension plans to be remeasured annually in the fourth quarter or on an interim basis as triggering events require remeasurement. Prior to this accounting method change, the Company deferred the recognition of these gains and losses in accumulated other comprehensive loss on the consolidated balance sheet. The accumulated actuarial gains/losses were then amortized into net periodic benefit costs within nonoperating retirement benefit expense on the consolidated statement of operations over the average expected remaining life of plan participants. While the historical accounting principle was acceptable, we believe that the current accounting policy is preferable because it provides a better representation of the operating results of the Company and the economic performance of plan assets in relation to the measurement of its benefit obligations for the period. The change in accounting will more clearly reflect the current period impact of the Company's pension asset investment strategy to readers of the financial statements.

This change has been applied to all defined benefit pension plans on a retrospective basis for all prior periods presented, and as of January 4, 2021, resulted in a cumulative effect decrease to retained earnings of \$1.07 billion with a corresponding offset to accumulated other comprehensive loss.

The following table reflects the effect of the change in the accounting principle on the consolidated financial statements:

For the Fiscal Year Ending December 31, 2023	As Computed Under Previous		
	Policy	As Reported under New Policy	Effect of Accounting Change
(dollars in millions, except per share data)			
Statement of Operations			

Nonoperating retirement benefit expense	\$	(1,036.6)	\$	(79.7)	\$	956.9
Income (loss) before income taxes	\$	(661.7)	\$	295.2	\$	956.9
Income tax benefit	\$	(342.5)	\$	(128.2)	\$	214.3
Net income (loss)	\$	(319.2)	\$	423.4	\$	742.6
Net income (loss) attributable to ATI	\$	(331.8)	\$	410.8	\$	742.6
Basic net income (loss) per common share	\$	(2.59)	\$	3.21	\$	5.80
Diluted net income (loss) per common share	\$	(2.59)	\$	2.81	\$	5.40
Statement of Comprehensive Income (Loss)						
Net income (loss)	\$	(319.2)	\$	423.4	\$	742.6
Postretirement benefit plans						
Actuarial gain/ loss						
Amortization of net actuarial loss	\$	55.7	\$	6.0	\$	(49.7)
Net loss arising during the period	\$	(71.4)	\$	(3.8)	\$	67.6
Settlement loss included in net income (loss)	\$	975.9	\$	1.1	\$	(974.8)
Income taxes on postretirement benefits	\$	214.6	\$	0.3	\$	(214.3)
Total	\$	745.0	\$	2.4	\$	(742.6)
Other comprehensive income (loss), net of tax	\$	726.4	\$	(16.2)	\$	(742.6)
Balance Sheet						
Retained loss	\$	(154.9)	\$	(70.1)	\$	84.8
Accumulated other comprehensive income (loss), net of tax	\$	1.6	\$	(83.2)	\$	(84.8)
Statement of Cash Flows						
Operating Activities:						
Net income (loss)	\$	(319.2)	\$	423.4	\$	742.6
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Deferred taxes	\$	(352.5)	\$	(138.2)	\$	214.3
Change in operating assets and liabilities:						
Retirement benefits	\$	1,010.7	\$	53.8	\$	(956.9)
Statements of Changes in Consolidated Equity						
Retained Loss						
Net income (loss)	\$	(331.8)	\$	410.8	\$	742.6
Balance, December 31, 2023	\$	(154.9)	\$	(70.1)	\$	84.8
Accumulated Other Comprehensive Income (Loss)						
Other comprehensive income (loss)	\$	726.8	\$	(15.8)	\$	(742.6)
Balance, December 31, 2023	\$	1.6	\$	(83.2)	\$	(84.8)
Total Equity						
Net income (loss)	\$	(319.2)	\$	423.4	\$	742.6
Other comprehensive income (loss)	\$	726.4	\$	(16.2)	\$	(742.6)

For the Fiscal Year Ending January 1, 2023	As Computed Under Previous					
	Policy		As Reported under New Policy		Effect of Accounting Change	
	(dollars in millions, except per share data)					
Statement of Operations						
Loss on asset sales and sales of businesses, net	\$	134.2	\$	105.4	\$	(28.8)
Operating income	\$	287.3	\$	316.1	\$	28.8
Nonoperating retirement benefit income (expense)	\$	(25.4)	\$	138.4	\$	163.8
Income before income taxes	\$	162.0	\$	354.6	\$	192.6
Net income	\$	146.5	\$	339.1	\$	192.6
Net income attributable to ATI	\$	130.9	\$	323.5	\$	192.6
Basic net income per common share	\$	1.03	\$	2.54	\$	1.51

Diluted net income per common share	\$	0.96	\$	2.23	\$	1.27
Statement of Comprehensive Income (Loss)						
Net income	\$	146.5	\$	339.1	\$	192.6
Postretirement benefit plans						
Actuarial gain/loss						
Amortization of net actuarial loss	\$	76.7	\$	13.2	\$	(63.5)
Net gain arising during the period	\$	155.0	\$	54.7	\$	(100.3)
Settlement loss included in net income	\$	29.5	\$	0.7	\$	(28.8)
Total	\$	260.7	\$	68.1	\$	(192.6)
Other comprehensive income, net of tax	\$	248.2	\$	55.6	\$	(192.6)
Balance Sheet						
Retained earnings (loss)	\$	176.9	\$	(480.9)	\$	(657.8)
Accumulated other comprehensive loss, net of tax	\$	(725.2)	\$	(67.4)	\$	657.8
Statement of Cash Flows						
Operating Activities:						
Net income	\$	146.5	\$	339.1	\$	192.6
Adjustments to reconcile net income to net cash provided by operating activities:						
Net loss from sales of businesses	\$	141.0	\$	112.2	\$	(28.8)
Change in operating assets and liabilities:						
Retirement benefits	\$	4.6	\$	(159.2)	\$	(163.8)
Statements of Changes in Consolidated Equity						
Retained Earnings (Loss)						
Net income	\$	130.9	\$	323.5	\$	192.6
Balance, January 1, 2023	\$	176.9	\$	(480.9)	\$	(657.8)
Accumulated Other Comprehensive Income (Loss)						
Other comprehensive income	\$	266.5	\$	73.9	\$	(192.6)
Balance, January 1, 2023	\$	(725.2)	\$	(67.4)	\$	657.8
Total Equity						
Net income	\$	146.5	\$	339.1	\$	192.6
Other comprehensive income	\$	248.2	\$	55.6	\$	(192.6)

	As Computed Under Previous		As Reported under New		
For the Fiscal Year Ending January 2, 2022	Policy		Policy		Effect of Accounting Change
(dollars in millions, except per share data)					
Statement of Operations					
Nonoperating retirement benefit income	\$	37.2	\$	260.0	\$ 222.8
Income before income taxes	\$	10.6	\$	233.4	\$ 222.8
Net income (loss)	\$	(16.2)	\$	206.6	\$ 222.8
Net income (loss) attributable to ATI	\$	(38.2)	\$	184.6	\$ 222.8
Basic net income (loss) per common share	\$	(0.30)	\$	1.45	\$ 1.75
Diluted net income (loss) per common share	\$	(0.30)	\$	1.32	\$ 1.62
Statement of Comprehensive Income (Loss)					
Net income (loss)	\$	(16.2)	\$	206.6	\$ 222.8
Postretirement benefit plans					
Actuarial gain/loss					
Amortization of net actuarial loss	\$	89.5	\$	13.9	\$ (75.6)
Net gain arising during the period	\$	155.9	\$	8.7	\$ (147.2)

Total	\$	237.2	\$	14.4	\$	(222.8)
Other comprehensive income, net of tax	\$	236.7	\$	13.9	\$	(222.8)
Balance Sheet						
Retained earnings (loss)	\$	72.7	\$	(777.7)	\$	(850.4)
Accumulated other comprehensive loss, net of tax	\$	(991.7)	\$	(141.3)	\$	850.4
Statement of Cash Flows						
Operating Activities:						
Net income (loss)	\$	(16.2)	\$	206.6	\$	222.8
Change in operating assets and liabilities:						
Retirement benefits	\$	(39.1)	\$	(261.9)	\$	(222.8)
Statements of Changes in Consolidated Equity						
Retained Earnings (Loss)						
Net income (loss)	\$	(38.2)	\$	184.6	\$	222.8
Cumulative effect of change in accounting principle	\$	—	\$	(1,073.2)	\$	(1,073.2)
Balance, January 2, 2022	\$	72.7	\$	(777.7)	\$	(850.4)
Accumulated Other Comprehensive Income (Loss)						
Other comprehensive income	\$	231.9	\$	9.1	\$	(222.8)
Cumulative effect of change in accounting principle	\$	—	\$	1,073.2	\$	1,073.2
Balance, January 2, 2022	\$	(991.7)	\$	(141.3)	\$	850.4
Total Equity						
Net income (loss)	\$	(16.2)	\$	206.6	\$	222.8
Other comprehensive income	\$	236.7	\$	13.9	\$	(222.8)

Cash and Cash Equivalents

Cash equivalents are highly liquid investments that are readily convertible to cash with original maturities of three months or less.

Accounts Receivable

Accounts receivable are presented net of a reserve for doubtful accounts of \$3.2 million and \$7.7 million at December 31, 2023 and \$3.8 million at December 31, 2022 and 2021, January 1, 2023, respectively. Trade credit is extended based upon evaluations of each customer's ability to perform its obligations, which are updated periodically. The Company's accounts receivable reserves are determined based on expected credit losses. Amounts are written-off against the reserve in the period it is determined that the receivable is uncollectible.

Inventories

Inventories are stated at the lower of cost (first-in, first-out (FIFO) and average cost methods) or net realizable value. Costs include direct material, direct labor and applicable manufacturing and engineering overhead, and other direct costs. The term net realizable value is defined as estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation.

The Company evaluates product lines on a quarterly basis to identify inventory carrying values that exceed estimated net realizable value. The calculation of a resulting reserve, if any, is recognized as an expense in the period that the need for the reserve is identified. It is the Company's general policy to write-down to scrap value any inventory that is identified as slow-

moving slow-moving or aged more than twelve months, subject to sales, backlog and anticipated order considerations. In some instances this aging criterion is up to twenty-four months. Inventory valuation reserves also include amounts pertaining to intercompany profit elimination between different subsidiaries.

Long-Lived Assets

Property, plant and equipment are recorded at cost, including capitalized interest, and include long-lived assets acquired under finance leases. Depreciation is primarily recorded using the straight-line method. Prior to December 2020, property, plant and equipment associated with the Hot-Rolling and Processing Facility (HRPF) in the AA&S segment was being depreciated utilizing the units of production method of depreciation, which the Company believed provided a better matching of costs and revenues. However, based on changed business conditions resulting from the decision to exit production of standard stainless sheet products and the recognition of an impairment charge on the property, plant and equipment associated with the HRPF in December 2020 (see Note 19 for further discussion), depreciation of the remaining carrying value of the HRPF began using the straight-line method in December 2020. The Company periodically reviews estimates of useful life and production capacity assigned to new and in service assets. Significant enhancements, including major maintenance activities that extend the lives of property and equipment, are capitalized. Costs related to repairs and maintenance are charged to expense in the period incurred. The cost and related accumulated depreciation of property and equipment retired or disposed of are removed from the accounts and any related gains or losses are included in income.

The Company monitors the recoverability of the carrying value of its long-lived assets. An impairment charge is recognized when an indicator of impairment occurs and the expected net undiscounted future cash flows from an asset's use (including any proceeds from disposition) are less than the asset's carrying value and the asset's carrying value exceeds its fair value. If an impairment loss is recognized, the adjusted carrying value of the long-lived asset is its new cost basis and this new cost basis is depreciated over the remaining useful life of the asset. Assets to be disposed of by sale are stated at the lower of their fair values or carrying amounts and depreciation is no longer recognized.

Leases

The Company classifies leases as either operating or financing, and records a right-of-use (ROU) asset and a lease liability on the consolidated balance sheets as further discussed below. The lease liability is equal to the present value of the minimum lease payments for the term of the lease, including any optional renewal periods determined to be reasonably certain to be exercised, using the discount rate determined at lease commencement. This discount rate is the rate implicit in the lease, if known; otherwise, the incremental borrowing rate (IBR) for the expected lease term is used. The Company's IBRs approximate the rate the Company would have to pay to borrow on a collateralized basis over a similar term at lease inception. The ROU asset is equal to the initial measurement of the lease liability plus any lease payments made to the lessor at or before the commencement date and any unamortized initial direct costs incurred by the lessee, less any unamortized lease incentives received. The Company has elected to not separate lease components from non-lease components for all asset classes, and has made an accounting policy election to apply the short-term exception, which does not require the capitalization of leases with terms of 12 months or less.

The Company has lease contracts for real property and machinery and equipment, primarily for mobile, office and information technology equipment. At inception of a contract, the Company determines whether the contract is or contains a lease. If the Company has a right to obtain substantially all of the economic benefits from the use of the identified asset and the right to direct the use of the asset, then the contract contains a lease. Several of the Company's real property lease contracts include options to extend the lease term, and the Company reassesses the likelihood of renewal on at least an annual basis. In addition, several real property leases include variable lease payments, for items such as common area maintenance and utilities, which are expensed as incurred as variable lease expense.

There are two types of leases: operating leases and finance leases. Lease classification is determined at lease commencement. A finance lease exists when specific criteria are met that indicate that all the risk and rewards related to the leased assets are transferred to the lessee. All other leases not meeting the finance lease criteria are classified as operating leases. Operating lease expense is recognized on a straight-line basis on the consolidated statement of operations. Finance leases have front-loaded expense recognition which is reported as amortization expense and interest expense on the consolidated statement of operations. ROU assets for operating leases are classified in other long-term assets, and ROU assets for finance leases are classified in property, plant and equipment on the consolidated balance sheet. For operating leases, short-term lease liabilities are classified in other current liabilities, and long-term lease liabilities are classified in other long-term liabilities on the consolidated balance sheet. For finance leases, short-term lease liabilities are classified in short-term debt, and long-term lease liabilities are classified in long-term debt on the consolidated balance sheet. On the cash flow statement, payments for operating leases are classified as operating activities. Payments for finance leases are classified as a financing activity, with the exception of the interest component of the payment which is classified as an operating activity.

Goodwill

Goodwill is reviewed annually for impairment, or more frequently if impairment indicators arise. The review for goodwill impairment requires a comparison of the fair value of each reporting unit that has goodwill associated with its operations with its carrying amount, including goodwill. If this comparison reflects impairment, then the loss would be measured as the excess of the carrying value over the calculated fair value.

Generally accepted accounting principles provide the option to qualitatively assess goodwill for impairment before completing a quantitative assessment. Under the qualitative approach, if, after assessing the totality of events or circumstances, including both macroeconomic, industry and market factors, and entity-specific factors, the Company determines it is likely (more likely than not) that the fair value of a reporting unit is greater than its carrying amount, then the quantitative impairment analysis is not required. The quantitative assessment may be performed each year for a reporting unit at the Company's option without first performing a qualitative assessment. The Company's quantitative assessment of goodwill for possible impairment includes estimating the fair market value of a reporting unit which has goodwill associated with its operations using discounted cash flow and multiples of cash earnings valuation techniques, plus valuation comparisons to recent public sale transactions of similar businesses, if any. These impairment assessments and valuation methods require the Company to make estimates and assumptions regarding revenue growth, changes in working capital and capital expenditures, selling prices and profitability that drive cash flows, and the weighted average cost of capital. Many of these assumptions are determined by reference to market participants identified by the Company. Although management believes that the estimates and assumptions used were reasonable, actual results could differ from those estimates and assumptions.

Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. While a decline in stock price and market capitalization is not specifically cited as a goodwill impairment indicator, a company's stock price and market capitalization should be considered in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Additionally, a significant decline in a company's stock price may suggest that an adverse change in the business climate may have caused the fair value of one or more reporting units to fall below carrying value. A sustained decline in market capitalization below book value may be determined to require an interim goodwill impairment review.

Environmental

Costs that mitigate or prevent future environmental contamination or extend the life, increase the capacity or improve the safety or efficiency of property utilized in current operations are capitalized. Other costs that relate to current operations or an existing condition caused by past operations are expensed. Environmental liabilities are recorded when the Company's liability is probable and the costs are reasonably estimable, but generally not later than the completion of the feasibility study or the Company's recommendation of a remedy or commitment to an appropriate plan of action. The accruals are reviewed periodically and, as investigations and remediations proceed, adjustments of the accruals are made to reflect new information as appropriate. Accruals for losses from environmental remediation obligations are not discounted to their present value. The accruals are not reduced by possible recoveries from insurance carriers or other third parties, but do reflect allocations among potentially responsible parties (PRPs) at Federal Superfund sites or similar state-managed sites after an assessment is made of the likelihood that such parties will fulfill their obligations at such sites and after appropriate cost-sharing or other agreements are entered. The measurement of environmental liabilities by the Company is based on currently available facts, present laws and regulations, and current technology. Such estimates take into consideration the Company's prior experience in site investigation and remediation, the data concerning cleanup costs available from other companies and regulatory authorities, and the professional judgment of the Company's environmental experts in consultation with outside environmental specialists, when necessary.

Foreign Currency Translation

Assets and liabilities of international operations are translated into U.S. dollars using **fiscal** year-end exchange rates, while revenues and expenses are translated at average exchange rates during the period. The resulting net translation adjustments are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity.

Sales Recognition

The following is the Company's accounting policy as it relates to Accounting Standards Codification Topic 606 (ASC 606), Contracts with Revenue from Customers. This guidance provides a five-step analysis of transactions to determine when and how revenue is recognized, and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The following is the Company's accounting policy as it relates to the five-step analysis for revenue recognition:

1. Identify the contract: The Company has determined that the contract with the customer is established when the customer purchase order is accepted or acknowledged. Long-term agreements (LTAs), which typically extend multiple years, are used by the Company and certain of its customers for its specialty materials, in the form of mill products, powders, parts and components, to reduce their supply uncertainty. While these LTAs generally define commercial terms including pricing, termination clauses and other contractual requirements, they do not represent the contract with the customer.
2. Identify the performance obligation in the contract: When the Company accepts or acknowledges the customer purchase order, the type of good or service is defined on a line by line basis. Individual performance obligations are established by virtue of the individual line items identified on the sales order acknowledgment at the time of issuance. Generally, the Company's revenue relates to the sale of goods and contains a single performance obligation for each distinct good. Conversion services that transform customer-owned inventory to a different dimension, product form, and/or changed mechanical properties are classified as "goods".
3. Determine the transaction price: Pricing is also defined on a sales order acknowledgment on a line item basis and includes an estimate of variable consideration when required by the terms of the individual customer contract. Variable consideration is when the selling price of the good is not known or is subject to adjustment under certain conditions. Types of variable consideration may include volume discounts, customer rebates and surcharges. ATI also provides assurances that goods or services will meet the product specifications contained within the acknowledged customer contract. As such, returns and refunds reserves are estimated based upon past product line history or, at certain locations, on a claim by claim basis.
4. Allocate the transaction price to the performance obligation: Since a customer contract generally contains only one performance obligation, this step of the analysis is generally not applicable to the Company.
5. Recognize revenue when or as the performance obligation is satisfied: Performance obligations generally occur at a point in time and are satisfied when control passes to the customer. For most transactions, control passes at the time of shipment in accordance with agreed upon delivery terms. On occasion, shipping and handling charges occur after the customer obtains control of the good. When this occurs, the shipping and handling services are considered activities to fulfill the promise to transfer the good.

Certain customer agreements involving production of parts and components require revenue to be recognized over time due to there being no alternative use for the product without significant economic loss and an enforceable right to payment including a normal profit margin from the customer in the event of contract termination. The Company uses an input method for determining the amount of revenue, and associated standard cost, to recognize over-time revenue, cost and gross margin for these customer agreements. The input methods used for these agreements include costs incurred and labor hours expended, both of which give an accurate representation of the progress made toward complete satisfaction of that particular performance obligation.

Contract assets are recognized when ATI's conditional right to consideration for goods or services have transferred to the customer. A conditional right indicates that additional performance obligations associated with the contract are yet to be satisfied. Contract assets are assessed separately for impairment purposes. If ATI's right to consideration from the customer is unconditional, this asset is accounted for as a receivable and presented separately from other contract assets. A right is unconditional if nothing other than the passage of time is required before payment of that consideration is due. Performance obligations that are recognized as revenue at a point-in-time and are billed to the customer are recognized as accounts receivable. Payment terms vary from customer to customer depending upon credit worthiness, prior payment history and other credit considerations.

Contract costs are the incremental costs of obtaining and fulfilling a contract (i.e., costs that would not have been incurred if the contract had not been obtained) to provide goods and services to customers. Contract costs for ATI largely consist of design and development costs for molds, dies and other tools that ATI will own and that will be used in producing the products under the supply arrangement. Contract costs are classified as non-current assets and amortized to expense on a systematic and rational basis over a period consistent with the transfer to the customer of the goods or services to which the asset relates.

Contract liabilities are recognized when ATI has received consideration from a customer to transfer goods or services at a future point in time when the Company performs under the contract. Elements of variable consideration discussed above may be recorded as contract liabilities. In addition, progress billings and advance payments from customers for costs incurred to date are also reported as contract liabilities.

Research and Development

Research, development and technical service activities are closely interrelated and are directed toward development of new products, improvement of existing products, cost reduction, process improvement and control, quality assurance and control, development of new manufacturing methods, and improvement of existing manufacturing methods. Research and development costs are expensed as incurred. Company funded research and development costs were **\$20.7 million in fiscal year 2023**, **\$16.3 million in fiscal year 2022**, and **\$16.5 million in 2021**, and **\$14.1 million in 2020**, **fiscal year 2021**. Customer funded research and development costs were **\$1.4 million in fiscal year 2023**, **\$1.4 million in fiscal year 2022**, and **\$3.5 million in 2021**, and **\$0.7 million in 2020**, **fiscal year 2021**.

Government Assistance

The Company enters into agreements with U.S. federal agencies, U.S. state and local governments, and foreign governments that provide financial assistance and incentives supporting both new capital projects to expand and enhance manufacturing capabilities and also to sustain and maintain existing operations. Depending on the nature of the government program, the financial impacts may be recorded as a reduction to cost of sales through direct offset of labor and overhead costs or lower depreciation expense, or as a

reduction of selling, general and administrative expenses for property tax abatement or other similar categories. Benefits from government assistance are recognized as the activities are incurred, subject to ongoing assessments of meeting other relevant terms such as employment or expenditure levels.

In November 2021, ATI entered into an agreement with the U.S. Department of Transportation under the Aviation Manufacturing Jobs Protection (AMJP) program for a grant of up to \$22.2 million. The receipt of the award was primarily conditioned upon the Company committing to not furlough or lay off a defined group of employees in the High Performance Materials & Components (HPMC) segment operations during the six-month period of performance between November 2021 and May 2022. The AMJP grant benefit was recognized over the six-month performance period as a reduction to cost of sales in proportion to the compensation expense that the award was intended to defray, with \$16.6 million recognized in fiscal year 2022 operating results. Cash receipts from the AMJP program were \$11.0 million in fiscal year 2022, and this program is now completed.

ATI is a party to various U.S. states' economic development incentive programs that provide economic benefits in the forms of property tax relief or cash payments to offset capital expenditures. These programs generally include requirements for levels of capital spending and/or employment to qualify for the government assistance. For the year fiscal years ended December 31, 2022, December 31, 2023 and January 1, 2023, these state-level programs reduced selling, general and administrative expenses by \$1.4 million and \$1.6 million, respectively, and cash receipts were \$3.4 million and \$2.8 million, respectively. Receivables for ongoing programs are \$1.2 million and \$3.7 million as of December 31, 2022, December 31, 2023 and January 1, 2023, respectively.

Stock-based Compensation

The Company accounts for stock-based compensation transactions, such as nonvested restricted stock or stock units and performance equity awards, using fair value. Compensation expense for an award is estimated at the date of grant and is recognized over the requisite service period. Compensation expense is adjusted for equity awards that do not vest because service or performance conditions are not satisfied. However, compensation expense already recognized on plans which vest based solely on the attainment of market conditions, such as total shareholder return measures, is not adjusted based on the award attainment status at the end of the measurement period. Compensation expense is adjusted for estimated forfeitures over the award measurement period.

Income Taxes

The provision for, or benefit from, income taxes includes deferred taxes resulting from temporary differences in income for financial and tax purposes using the liability method. Such temporary differences result primarily from differences in the carrying value of assets and liabilities. Future realization of deferred income tax assets requires sufficient taxable income within the carryback and/or carryforward period available under tax law.

The Company evaluates on a quarterly basis whether, based on all available evidence, it is probable that the deferred income tax assets are realizable. Valuation allowances are established when it is estimated that it is more likely than not that the tax benefit of the deferred tax asset will not be realized. The evaluation includes the consideration of all available evidence, both positive and negative, regarding the estimated future reversals of existing taxable temporary differences, estimated future taxable income exclusive of reversing temporary differences and carryforwards, historical taxable income in prior carryback periods if carryback is permitted, and potential tax planning strategies which may be employed to prevent an operating loss or tax credit carryforward from expiring unused. The verifiable evidence such as future reversals of existing temporary differences and the ability to carryback are considered before the subjective sources such as estimated future taxable income exclusive of temporary differences and tax planning strategies.

It is the Company's policy to classify interest and penalties recognized on underpayment of income taxes as income tax expense. It is also the Company's policy to recognize deferred tax amounts stranded in accumulated other comprehensive income (AOCI), which result from tax rate differences on changes in AOCI balances, as an element of income tax expense in the period that the related balance sheet item associated with the AOCI balance ceases to exist. In the case of derivative financial instruments accounted for as hedges, or marketable securities, ATI uses the portfolio method where the stranded deferred tax amount is recognized when all items of a particular category, such as cash flow hedges of a particular risk such as a foreign currency hedge, are settled. In the case of defined benefit pension and other postretirement benefit plans, the stranded deferred tax balance is recognized as an element of income tax expense in the period the benefit plan is extinguished or divested.

Net Income Per Common Share

Basic and diluted net income per share are calculated by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the fiscal year. Diluted amounts assume the issuance of common stock for all potentially dilutive share equivalents outstanding. The calculations of all diluted income/loss per share figures for a period exclude the potentially dilutive effect of dilutive share equivalents if there is a net loss since the inclusion in the calculation of additional shares in the net loss per share would result in a lower per share loss and therefore be anti-dilutive.

New Accounting Pronouncements Adopted

In November 2021, August 2020, the Financial Accounting Standards Board (FASB) issued new accounting guidance related to disclosures about certain types of government assistance. This new guidance requires business entities that account for transactions with a government by analogizing to a grant or contribution accounting model to make certain annual disclosures. It requires disclosure of the nature and significant terms and considerations of the transactions, the accounting policies used and the effects of those transactions on an entity's financial statements. This new guidance is effective for the Company in fiscal year 2022, with early adoption permitted. The Company adopted this new accounting guidance effective January 1, 2022. The adoption of these changes did not have an impact on the Company's consolidated financial statements other than the annual disclosure requirements included in the accounting policies discussion above.

In August 2020, the FASB issued new accounting guidance related to accounting for convertible instruments. Under this new guidance, embedded conversion features are no longer separated from the host contract for convertible instruments with conversion features that are not required to be accounted for as derivatives, or that do not result in substantial premiums accounted for as paid-in capital. As such, a convertible debt instrument will be accounted for as a single liability measured at its amortized cost, as long as no other features require bifurcation and recognition as derivatives. By removing those separation models, the reported interest rate of convertible debt instruments typically will be closer to the coupon interest rate. The new guidance also addresses how convertible instruments are accounted for in the diluted earnings per share calculation, requiring the if-converted method, and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity's own equity. This new guidance was effective for the Company in fiscal year 2022, with early adoption permitted.

The Company early adopted this new accounting guidance related to accounting for convertible instruments effective January 1, 2021, January 4, 2021 using the modified transition approach with the cumulative effect recognized as an adjustment to the opening balance of retained earnings. This new guidance was applicable to the Company's 3.5% Convertible Senior Notes due 2025 (the 2025 Convertible Notes) that were issued in June 2020, for which the embedded conversion option was required to be separately accounted for as a component of stockholders' equity. Upon adoption on January 1, 2021, January 4, 2021, long-term debt increased by \$45.4 million and stockholders' equity decreased by the

Pending Accounting Pronouncements

Pending Accounting Pronouncements

In December 2023, the FASB issued new accounting guidance related to income tax disclosures. This guidance requires entities to disclose specific categories in its annual rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. This guidance also requires additional annual disclosures for income taxes paid and requires disaggregation of income before tax, between domestic and foreign, and income tax expense, between federal, state and foreign. This guidance also eliminates several current disclosure requirements related to the nature and estimate of the range of the reasonably possible change in the unrecognized tax benefits balance in the next 12 months and making a statement that an estimate of the range cannot be made and disclosing the cumulative amount of each type of temporary difference when a deferred tax liability is not expected recognized because of the exceptions to comprehensive recognition of deferred taxes related to subsidiaries and corporate joint ventures. This new guidance will be effective for the Company for fiscal year 2025 and must be applied on a prospective basis with retrospective application permitted. Early adoption of this guidance is also permitted. The Company does not expect to early adopt this guidance and does not expect these changes to have an impact on the Company's consolidated financial statements other than disclosure requirements.

Note 2. Revenue from Contracts with Customers

Disaggregation of Revenue

Fiscal Year															Fiscal Year	
(in millions)	(in millions)	(in millions)									2023		2022		2021	
		2022			2021			2020								
		HPMC	AA&S	Total	HPMC	AA&S	Total	HPMC	AA&S	Total						
		HPMC									HPMC	AA&S	Total	HPMC	AA&S	Total
Diversified Global Markets:	Diversified Global Markets:															
Aerospace & Defense:	Aerospace & Defense:															
Aerospace & Defense:	Aerospace & Defense:															
Jet-Engines- Commercial	Jet-Engines- Commercial															
Jet-Engines- Commercial	Jet-Engines- Commercial	\$ 975.7	\$ 87.8	\$1,063.5	\$ 480.9	\$ 36.3	\$ 517.2	\$ 542.7	\$ 58.2	\$ 600.9						

Airframes-Commercial	Airframes-Commercial	184.1	284.8	468.9	132.8	129.9	262.7	219.8	191.0	410.8
Defense	Defense	158.2	183.0	341.2	221.8	131.0	352.8	184.4	163.9	348.3
Total Aerospace & Defense	Total Aerospace & Defense	\$ 1,318.0	\$ 555.6	\$1,873.6	\$ 835.5	\$ 297.2	\$1,132.7	\$ 946.9	\$ 413.1	\$1,360.0
Energy:	Energy:									
Oil & Gas	Oil & Gas	35.0	441.7	476.7	42.2	290.1	332.3	37.3	328.5	365.8
Oil & Gas										
Oil & Gas										
Specialty Energy	Specialty Energy	113.6	163.0	276.6	136.1	123.5	259.6	68.9	184.2	253.1
Total Energy	Total Energy	148.6	604.7	753.3	178.3	413.6	591.9	106.2	512.7	618.9
Automotive	Automotive	11.2	290.9	302.1	8.7	296.4	305.1	5.5	257.7	263.2
Medical										
Construction/Mining										
Electronics	Electronics	2.4	197.6	200.0	1.2	213.9	215.1	0.9	176.8	177.7
Construction/Mining		34.1	142.3	176.4	24.0	98.2	122.2	18.6	123.4	142.0
Medical		73.2	89.9	163.1	60.3	71.2	131.5	47.7	71.4	119.1
Food Equipment & Appliances	Food Equipment & Appliances	0.2	158.3	158.5	0.1	153.0	153.1	—	159.2	159.2
Other	Other	53.5	155.5	209.0	47.0	101.2	148.2	38.8	103.2	142.0
Total	Total	\$ 1,641.2	\$2,194.8	\$3,836.0	\$1,155.1	\$1,644.7	\$2,799.8	\$1,164.6	\$1,817.5	\$2,982.1

Fiscal Year											Fiscal Year					
(in millions)	(in millions)	2022			2021			2020			(in millions)	2023		2022		2021
		HPMC	AA&S	Total	HPMC	AA&S	Total	HPMC	AA&S	Total						
		HPMC										HPMC	AA&S Total	HPMC AA&S Total	HPMC AA&S Total	
Primary																
Geographical Market:	Primary Geographical Market:															
United States																
United States																
United States	United States	\$ 742.9	\$1,475.7	\$2,218.6	\$ 571.3	\$ 963.6	\$1,534.9	\$ 641.0	\$1,168.1	\$1,809.1						
China	China	59.8	292.0	351.8	49.5	320.9	370.4	31.0	284.5	315.5						
United Kingdom	United Kingdom	165.7	52.0	217.7	136.7	17.2	153.9	101.9	24.6	126.5						
Germany	Germany	148.4	52.5	200.9	74.1	47.2	121.3	76.6	48.8	125.4						
France	France	125.7	31.5	157.2	48.7	9.8	58.5	66.5	18.4	84.9						
Canada		46.2	41.2	87.4	36.3	39.6	75.9	28.3	40.6	68.9						
Mexico																
Rest of World	Rest of World	352.5	249.9	602.4	238.5	246.4	484.9	219.3	232.5	451.8						
Total	Total	\$ 1,641.2	\$2,194.8	\$3,836.0	\$1,155.1	\$1,644.7	\$2,799.8	\$1,164.6	\$1,817.5	\$2,982.1						

Comparative information of the Company's major products based on their percentages of sales is included in the following table. The Company no longer reports standard stainless product sales as a separate product category. Prior period information includes these sales within the nickel-based alloys and specialty alloys category. HRP conversion service sales in the AA&S segment are excluded from this presentation.

2022			2021			2020		
HPMC	AA&S	Total	HPMC	AA&S	Total	HPMC	AA&S	Total

		Fiscal Year																						
		2023						2023						2023				2022						
		HPMC												HPMC AA&S Total				HPMC AA&S Total						
Diversified Products:	Diversified Products:																							
Nickel-based alloys and specialty alloys	Nickel-based alloys and specialty alloys	49 %	54 %	52 %	43 %	44 %	43 %	38 %	49 %	45 %														
Nickel-based alloys and specialty alloys																								
Nickel-based alloys and specialty alloys												44 %	54 %	49 %	49 %	54 %	52 %	43 %	44 %					
Precision forgings, castings and components	Precision forgings, castings and components	34 %	— %	15 %	38 %	— %	16 %	34 %	— %	14 %	Precision forgings, castings and components	33 %	— %	17 %	34 %	— %	15 %	38 %	— %					
Titanium and titanium-based alloys												Titanium and titanium-based alloys												
Titanium and titanium-based alloys												22 %	12 %	17 %	17 %	7 %	11 %	19 %	6 %					
Precision rolled strip	Precision rolled strip	— %	25 %	14 %	— %	33 %	19 %	— %	25 %	15 %	Precision rolled strip	1 %	19 %	10 %	— %	25 %	14 %	— %	33 %					
Titanium and titanium-based alloys												17 %	7 %	11 %	19 %	6 %	12 %	28 %	11 %	17 %				
Zirconium and related alloys	Zirconium and related alloys	— %	14 %	8 %	— %	17 %	10 %	— %	15 %	9 %	Zirconium and related alloys	— %	15 %	7 %	— %	14 %	8 %	— %	17 %					
Total	Total	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %	Total	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %					

The Company maintains a backlog of confirmed orders totaling **\$2.9 billion** **\$3.8 billion**, **\$2.9 billion** and **\$2.1 billion** at **December 31, 2023**, **January 1, 2023** and **\$1.4 billion** at **December 31, 2022** **January 2, 2022**, **2021** and **2020**, respectively. Due to the structure of the Company's LTAs, **80%** **70%** of this backlog at **December 31, 2022** **December 31, 2023** represented booked orders with performance obligations that will be satisfied within the next twelve months. The backlog does not reflect any elements of variable consideration.

Accounts Receivable

As of **December 31, 2022** **December 31, 2023** and **2021**, **January 1, 2023**, accounts receivable with customers were **\$586.9 million** **\$628.2 million** and **\$473.8 million** **\$586.9 million**, respectively. The following represents the rollforward of accounts receivable - reserve for doubtful accounts for the fiscal years ended **December 31, 2022** **December 31, 2023**, **2021** **January 1, 2023** and **2020**; **January 2, 2022**:

(in millions)

Accounts Receivable - Reserve for Doubtful Accounts

Balance as of December 31, 2019	January 3, 2021	4.6
Expense to increase the reserve		0.2
Write-off of uncollectible accounts		(0.5)
Balance as of December 31, 2020	\$	4.3
Expense to increase the reserve		0.3
Write-off of uncollectible accounts		(0.8)
Balance as of December 31, 2021	January 2, 2022	3.8
Expense to increase the reserve		4.6
Write-off of uncollectible accounts		(0.7)
Balance as of December 31, 2022	January 1, 2023	7.7
Expense to increase the reserve		0.1
Write-off of uncollectible accounts		(4.6)
Balance as of December 31, 2023		\$ 7.7 3.2

Contract balances

The following represents the rollforward of contract assets and liabilities for the fiscal years ended December 31, 2022, December 31, 2023, 2021, January 1, 2023 and 2020: January 2, 2022:

(in millions)

(in millions)

Contract

Assets Contract Assets

Contract Assets

Contract Assets

Fiscal Year

Fiscal Year

Fiscal Year

Short-term	Short-term	2022	2021	2020	Short-term	2023	2022	2021
	Balance as of beginning of fiscal year	\$53.9	\$38.9	\$38.5				
	Recognized in current year	105.0	93.8	84.2				
	Reclassified to accounts receivable	(88.0)	(76.2)	(83.9)				
	Reclassification to/from long-term and contract liability	(6.8)	(2.6)	0.1				
	Reclassification to/from contract liability							
	Balance as of period end	\$64.1	\$53.9	\$38.9				
	Long-term (a)	2022	2021	2020				
	Balance as of beginning of fiscal year	\$ —	\$ —	\$ 0.1				
	Reclassification to/from short-term	—	—	(0.1)				

Balance as of period end		<div><div>\$</div><div>—</div><div>\$</div><div>—</div><div>\$</div><div>—</div></div>						
(in millions)	(in millions)							
Contract Liabilities	Contract Liabilities							
Contract Liabilities								
Contract Liabilities								
Fiscal Year								
Fiscal Year								
Fiscal Year								
Short-term	Short-term	2022	2021	2020	Short-term	2023	2022	2021
Balance as of beginning of fiscal year	Balance as of beginning of fiscal year	\$116.2	\$111.8	\$ 78.7				
Recognized in current year	Recognized in current year	183.1	161.5	170.3				
Amounts in beginning balance reclassified to revenue	Amounts in beginning balance reclassified to revenue	(99.8)	(85.1)	(55.9)				
Current year amounts reclassified to revenue	Current year amounts reclassified to revenue	(72.3)	(72.9)	(90.1)				
Divestiture	Divestiture	—	(0.8)	—				
Other	Other	0.7	0.1	—				
Reclassification to/from long-term and contract asset	Reclassification to/from long-term and contract asset	21.2	1.6	8.8				
Balance as of period end	Balance as of period end	\$149.1	\$116.2	\$111.8				
Fiscal Year								
Fiscal Year								
Fiscal Year								
Long-term (a)	Long-term (a)	2022	2021	2020	Long-term (a)	2023	2022	2021
Balance as of beginning of fiscal year	Balance as of beginning of fiscal year	\$ 84.4	\$ 32.0	\$ 25.9				
Recognized in current year	Recognized in current year	10.4	56.6	14.9				
Reclassification to/from short-term	Reclassification to/from short-term	(28.0)	(4.2)	(8.8)				
Balance as of period end	Balance as of period end	\$ 66.8	\$ 84.4	\$ 32.0				

(a) Long-term contract assets are included in Other long-term assets and long-term contract liabilities are included in Other long-term liabilities on the consolidated balance sheets.

Contract costs for obtaining and fulfilling a contract were \$7.3 million \$8.1 million and \$5.2 million \$7.3 million as of December 31, 2022 December 31, 2023 and 2021, January 1, 2023, respectively, which are reported in other long-term assets on the consolidated balance sheets. Amortization expense for the fiscal years ended December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020 January 2, 2022 of these contract costs was \$1.0 million \$1.2 million, \$1.0 million, and \$1.4 million \$1.0 million, respectively.

Note 3. Inventories

Inventories at December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows (in millions):

	2022	2021
	Fiscal Year	Fiscal Year

2023		2023		2022	
Raw materials and supplies	Raw materials and supplies	\$ 213.6	\$ 160.3		
Work-in-process	Work-in-process	941.1	829.6		
Finished goods	Finished goods	111.9	121.8		
		1,266.6	1,111.7		
		1,323.0			
Inventory valuation reserves	Inventory valuation reserves	(70.9)	(65.4)		
Total inventories, net	Total inventories, net	\$1,195.7	\$1,046.3		

Inventories are stated at the lower of cost (FIFO and average cost methods) or net realizable value.

Note 4. Property, Plant and Equipment

Property, plant and equipment at **December 31, 2022** December 31, 2023 and **2021** January 1, 2023 was as follows:

Fiscal Year				Fiscal Year			
(In millions)	(In millions)	2022	2021	(In millions)	2023	2022	
Land	Land	\$ 31.5	\$ 34.4				
Buildings	Buildings	601.6	575.5				
Equipment and leasehold improvements	Equipment and leasehold improvements	2,895.5	2,870.2				
		3,528.6	3,480.1				
		3,749.3					
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(1,979.5)	(1,951.6)				
Total property, plant and equipment, net	Total property, plant and equipment, net	\$1,549.1	\$1,528.5				

Construction in progress at **December 31, 2022** December 31, 2023 and **2021** January 1, 2023 was **\$262.1 million** \$305.9 million and **\$215.3 million** \$262.1 million, respectively. Capital expenditures on the consolidated statement of cash flows for the **year** fiscal years ended **December 31, 2022** December 31, 2023 and January 1, 2023 exclude **\$41.9 million** and **\$38.3 million, respectively**, of incurred but unpaid capital expenditures that were included in property, plant and equipment and accrued at **December 31, 2022**, **December 31, 2023** and **January 1, 2023, respectively**. Depreciation and amortization for the **fiscal** years ended **December 31, 2022** December 31, 2023, **2021** January 1, 2023 and **2020** January 2, 2022 was as follows:

Fiscal Year					Fiscal Year				
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022		2021
Depreciation of property, plant and equipment	Depreciation of property, plant and equipment	\$115.4	\$117.4	\$119.5					
Software and other amortization	Software and other amortization	27.5	26.5	23.8					

Total depreciation and amortization	Total depreciation and amortization	\$142.9	\$143.9	\$143.3
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Note 5. Goodwill and Other Intangible Assets

At December 31, 2022 December 31, 2023 and January 1, 2023, the Company had \$227.2 million of goodwill on its consolidated balance sheet, all of which relates to the HPMC segment. Goodwill decreased in 2022 by \$0.7 million as a result of currency translation on goodwill denominated in functional currencies other than the U.S. dollar.

The Company performs its annual goodwill impairment evaluations in the fourth quarter of each fiscal year. The \$227.2 million of goodwill as of December 31, 2022 December 31, 2023 on the Company's consolidated balance sheet is comprised of \$161.2 million at the Forged Products reporting unit and \$66.0 million at the Specialty Materials reporting unit. For the Company's annual goodwill impairment evaluation in 2022, fiscal year 2023, quantitative goodwill assessments were performed for these two HPMC reporting units with goodwill. This quantitative fair value assessment may include includes discounted cash flow and multiples of cash earnings valuation techniques, plus valuation comparisons to recent public sale transactions of similar businesses, if any, which represents Level 3 unobservable information in the fair value hierarchy. These impairment assessments and valuation methods require the Company to make estimates and assumptions regarding revenue growth, changes in working capital and capital expenditures, selling prices and profitability that drive cash flows, and the weighted average cost of capital. Many of these assumptions are determined by reference to market participants the Company has identified. For example, the weighted average cost of capital used in the discounted cash flow assessment was 11.7% 12.0% and the long-term growth rates ranged from 3% to 3.5%. In order to validate the reasonableness of the estimated fair values of the reporting units as of the valuation date, a reconciliation of the aggregate fair values of all reporting units to market capitalization was performed using a reasonable control premium. Although the Company believes that the estimates and assumptions used were reasonable, actual results could differ from those estimates and assumptions. The Specialty Materials reporting unit had a fair value that was significantly in excess of carrying value. The Forged Products reporting unit had a fair value that exceeded carrying value by more than 50% approximately 60% for the 2022 fiscal year 2023 annual assessment, which increased compared to the annual evaluation for 2021, fiscal year 2022. No impairments were determined to exist from the annual goodwill impairment evaluation for the fiscal years ended December 31, 2022 December 31, 2023, 2021 or 2020.

During the second quarter of 2020, the Company performed an interim goodwill impairment analysis on the Forged Products reporting unit January 1, 2023 and its \$460.4 million goodwill balance based on assessed potential indicators of impairment, including recent disruptions to the global commercial aerospace market resulting from the COVID-19 pandemic, and the increasing uncertainty of near-term demand requirements of aero-engine and airframe markets based on government responses to the pandemic and ongoing interactions with customers. For the 2020 interim impairment analysis, fair value was determined by a quantitative assessment that used a discounted cash flow technique. As a result of the 2020 interim goodwill impairment evaluation, the Company determined that the fair value of the Forged Products reporting unit was below carrying value, including goodwill, by \$287.0 million, primarily due to changes in the timing and amount of expected cash flows resulting from lower projected revenues, profitability and cash flows due to near-term reductions in commercial aerospace market demand. Consequently, during the second quarter of 2020, the Company recorded a \$287.0 million charge for the partial impairment of the Forged Products reporting unit goodwill, most of which was assigned from the Company's 2011 Ladish acquisition that was not deductible for income tax purposes. This goodwill impairment charge was excluded from 2020 HPMC business segment results. January 2, 2022.

No indicators of impairment were observed in fiscal years 2023, 2022 2021 and 2020 2021 associated with any of the Company's long-lived assets in the HPMC segment. assets. Accumulated goodwill impairment losses as of December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020 January 2, 2022 were \$528.0 million.

Other intangible assets, which are included in Other assets on the accompanying consolidated balance sheets as of December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows:

		December 31, 2022		December 31, 2021			December 31, 2023		January 1, 2023	
		Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization		Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
(in millions)	(in millions)					(in millions)				
Technology	Technology	\$ 61.2	\$ (35.4)	\$ 61.2	\$ (32.3)					
Customer relationships	Customer relationships	24.8	(11.6)	24.8	(10.6)					
Trademarks	Trademarks	48.8	(29.3)	48.8	(26.0)					
Total amortizable intangible assets	Total amortizable intangible assets	\$134.8	\$ (76.3)	\$134.8	\$ (68.9)					

Amortization expense related to intangible assets was approximately \$7 million for the fiscal year ended December 31, 2023 and \$8 million for each of the fiscal years ended December 31, 2022, 2021 January 1, 2023 and 2020. January 2, 2022. For each of the fiscal years ending December 31, 2023 2024 through 2027, 2028, annual amortization expense is expected to be approximately \$7 million.

Note 6. Divestitures

On May 12, 2022, the Company completed the sale of its Sheffield, UK operations, which included facilities for melting and re-melting, machining and bar mill operations, and was part of the Specialty Materials business in the HPMC segment. A \$141.0 million \$112.2 million loss on sale of the Sheffield operations is reported in loss on asset sales and sales of businesses, net, on the consolidated statement of operations for fiscal year 2022, and is excluded from HPMC segment results. The loss includes \$55.6 million \$26.8 million related to the UK defined benefit pension plan, of which \$26.1 million was reported as a net pension asset but which was in a deficit funding position for UK statutory reporting purposes, and \$29.5 million \$0.7 million in accumulated other comprehensive loss on the consolidated ATI balance sheet. The loss also includes \$20.0 million of cumulative translation adjustment foreign exchange losses since ATI's acquisition of these operations in 1998. The Company received proceeds, net of transaction costs, of \$0.3 million in fiscal year

2022, which is reported as an investing activity on the consolidated statement of cash flows. In fiscal year 2021, the Sheffield operations had external sales of \$36 million, with over 80% of its sales to energy markets, primarily oil & gas, and had a net loss before tax of \$9 million \$7 million.

The Company completed the sale of the small Pico Rivera, CA operations, as part of the strategy to exit standard stainless products, on January 31, 2022. The Company received cash proceeds of \$6.2 million on the sale of these assets. assets in fiscal year 2022. The Company recognized a \$6.8 million pretax gain on sale, including de-recognizing certain lease liabilities, which is reported in loss on asset sales and sales of businesses, net, on the consolidated statement of operations in fiscal year 2022 and is excluded from AA&S segment results.

On August 13, 2021, the Company completed the sale of its Flowform Products business for \$55 million. Located in Billerica, MA, this operation uses flowforming process technologies to produce thin-walled components in net or near-net shapes across multiple alloy systems for use in the aerospace & defense and energy markets. The Company received cash proceeds, net of transaction costs and working capital adjustments, of \$53.1 million on the sale of this business during the year ended December 31, 2021 January 2, 2022, which is reported as an investing activity on the consolidated statement of cash flows. With \$12.2 million of goodwill allocated to this operation from ATI's Forged Products reporting unit, the Company recognized a \$13.8 million pretax gain in fiscal year 2021, which is recorded in other income/expense, net, on the consolidated statement of operations and is excluded from HPMC segment results. This business was historically reported as part of the HPMC segment through the date of sale. Flowform Products' sales were \$26 million in 2020.

Note 7. Joint Ventures

The financial results of majority-owned joint ventures are consolidated into the Company's operating results and financial position, with the minority ownership interest recognized in the consolidated statement of operations as net income attributable to noncontrolling interests, and as equity attributable to the noncontrolling interests within total stockholders' equity. Investments in which the Company exercises significant influence, but which it does not control (generally a 20% to 50% ownership interest) are accounted for under the equity method of accounting. Stockholders' equity includes undistributed earnings of investees accounted for under the equity method of accounting of approximately \$7.8 million \$0.7 million at December 31, 2022 December 31, 2023.

Majority-Owned Joint Ventures

STAL:

The Company has a 60% interest in the Chinese joint venture known as STAL. The remaining 40% interest in STAL is owned by China Baowu Steel Group Corporation Limited, a state authorized investment company whose equity securities are publicly traded in the People's Republic of China. STAL is part of ATI's AA&S segment, and manufactures Precision Rolled Strip® (PRS) stainless products mainly for the electronics and automotive markets located in Asia. Cash and cash equivalents held by STAL as of December 31, 2022 December 31, 2023 were \$53.5 million \$75.3 million.

Next Gen Alloys LLC:

The Company has a 51% interest in Next Gen Alloys LLC, a joint venture with GE Aviation for the development of a new meltless titanium alloy powder manufacturing technology. Next Gen Alloys LLC funds its development activities through the sale of shares to the two joint venture partners, and in the first quarter of fiscal year 2022 the Company received \$0.9 million from sales of noncontrolling interests to its joint venture partner, which is reported as a financing activity on the consolidated statements of cash flows. Cash and cash equivalents held by this joint venture as of December 31, 2022 December 31, 2023 were \$1.2 million \$1.0 million.

Equity Method Joint Ventures

A&T Stainless:

The Company has a 50% interest in A&T Stainless, a joint venture with an affiliate company of Tsingshan Group (Tsingshan) to produce 60-inch wide stainless sheet products for sale in North America. Tsingshan purchased its 50% joint venture interest in A&T Stainless in fiscal year 2018 for \$17.5 million, of which \$12.0 million had been received by ATI through December 31, 2021 January 2, 2022. ATI received the remaining \$5.5 million from Tsingshan in the fourth quarter of fiscal year 2022, which is reported as a financing activity on the consolidated statement of cash flows. The A&T Stainless operations included the Company's previously-idled direct roll and pickle (DRAP) facility in Midland, PA. ATI provided hot-rolling conversion services to A&T Stainless using the AA&S segment's Hot-Rolling and Processing Facility. ATI accounts for the A&T Stainless joint venture under the equity method of accounting.

In late March 2018, ATI filed for an exclusion from the Section 232 tariffs on behalf of A&T Stainless, which imported semi-finished stainless slab products from Indonesia. In April 2019, the Company learned that this exclusion request was denied by the U.S. Department of Commerce. ATI filed new requests on behalf of A&T Stainless for exclusion from the Section 232 tariffs in October 2019. These requests were denied by the U.S. Department of Commerce in the second quarter of fiscal year 2020, and the 25% tariff remains remained in place. Due to repeated tariff exclusion denials, the DRAP facility was idled in an orderly shut down process that was completed in fiscal year 2020. ATI's share of the A&T Stainless recorded a \$4.8 million charge in 2020 results were losses of \$1.8 million and \$0.9 million for contractual termination benefits as a result the fiscal years ended December 31, 2023 and January 2, 2022, respectively, and were income of \$9.1 million for the idling decision, fiscal year ended January 1, 2023, which are included within other income/expense, net, on the consolidated statements of which \$1.8 million was reversed in 2022 as a result of revised estimates. operations. In April 2022, ATI and A&T Stainless entered into a settlement agreement with the United States pursuant to which the United States, without admitting liability, agreed to refund a substantial portion of the Section 232 tariffs previously paid by A&T Stainless. As a result of the settlement agreement, A&T Stainless recorded tariff refunds and accrued interest of approximately \$19.7 million, which was recognized as income by the joint venture in fiscal year 2022. ATI's share of the A&T Stainless results were income of \$9.1 million for the fiscal year ended December 31, 2022, which January 1, 2023 included ATI's \$9.9 million share of the this tariff refund and accrued interest, and losses of \$0.9 million and \$10.6 million for the fiscal years ended December 31, 2021 and 2020, respectively, which is included within other income/expense, net, on the consolidated statements of operations. interest. AA&S segment results in fiscal years 2023 and 2021 include equity method recognition of A&T Stainless operating losses of \$1.8 million and \$0.9 million, respectively, and in fiscal year 2022 include equity method recognition of A&T Stainless operating income of \$8.2 million. In fiscal year 2022, A&T Stainless reversed \$1.8 million of previously-recognized charges for contractual termination benefits as a result of revised estimates and in 2021 and 2020 include operating losses of \$0.9 million and \$8.2 million, respectively. ATI's share of the A&T Stainless credits/charges this credit for termination benefits in fiscal year 2022 and 2020 were was excluded from AA&S segment results.

As of December 31, 2022 December 31, 2023, ATI had net receivables from A&T Stainless for working capital advances and administrative services of \$1.5 million, of which \$0.5 million was reported in prepaid expenses and other current assets and \$1.0 million in other long-term assets on the consolidated balance sheet. As of January 1, 2023, ATI had net

receivables from A&T Stainless for working capital advances and administrative services of \$3.2 million, of which \$0.4 million was reported in prepaid expenses and other current assets and \$2.8 million in other long-term assets on the consolidated balance sheet. As of December 31, 2021, ATI had net receivables from A&T Stainless for working capital advances and administrative services of \$2.9 million, of which \$0.7 million was reported in prepaid expenses and other current assets and \$2.2 million in other long-term assets on the consolidated balance sheet.

Sales to A&T Stainless, which are included in ATI's consolidated statement of operations for the 2020 fiscal year, were \$18.4 million. There were no sales to A&T Stainless for the 2022 and 2021 fiscal years.

Uniti:

ATI has had a 50% interest in the industrial titanium joint venture known as Uniti LLC (Uniti), with the remaining 50% interest held by VSMPO, a Russian producer of titanium, aluminum, and specialty steel products. On March 9, 2022, the Company announced the termination of Uniti, and this joint venture is expected to be fully dissolved in the first quarter of fiscal year 2024. No impairments were recorded as a result of the decision to terminate the Uniti joint venture. Uniti was accounted for under the equity method of accounting. ATI's share of Uniti's income was \$0.2 million in fiscal year 2023, \$4.4 million in fiscal year 2022, and \$1.0 million in fiscal year 2021, and \$1.2 million in 2020, which is included in AA&S segment's operating results, and within other income/expense, net, on the consolidated statements of operations. Sales to Uniti, which are included in ATI's consolidated statements of operations, were \$4.9 million in fiscal year 2023, \$45.0 million in fiscal year 2022, and \$45.8 million in 2021, and \$36.7 million in 2020. fiscal year 2021. Accounts receivable from Uniti were was \$4.5 million and \$6.1 million at December 31, 2022 and 2021, respectively. January 1, 2023. On March 9, 2022, the Company announced the termination of Uniti, LLC. The joint venture is expected to be dissolved in early 2023. No impairments were recorded as a result of the decision to terminate the Uniti joint venture.

Note 8. Asset Retirement Obligations

The Company maintains reserves where a legal obligation exists to perform an asset retirement activity and the fair value of the liability can be reasonably estimated. These asset retirement obligations (AROs) include liabilities where the timing and (or) method of settlement may be conditional on a future event, that may or may not be within the control of the entity. At December 31, 2022 December 31, 2023, the Company had recognized AROs of \$17.8 million \$18.3 million related to landfill closures, decommissioning costs, facility leases and conditional AROs associated with manufacturing activities using what may be characterized as potentially hazardous materials.

Estimates of AROs are evaluated annually in the fourth quarter, or more frequently if material new information becomes known. Accounting for asset retirement obligations requires significant estimation and in certain cases, the Company has determined that an ARO exists, but the amount of the obligation is not reasonably estimable. The Company may determine that additional AROs are required to be recognized as new information becomes available.

Changes in asset retirement obligations for the years ended December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows:

Fiscal Year				Fiscal Year	
(In millions)	(In millions)	2022	2021	(In millions)	
Balance at beginning of year		\$19.0	\$24.0	2023	2022
Balance at beginning of fiscal year					
Accretion expense	Accretion expense	0.8	0.8		
Payments	Payments	(2.0)	(5.6)		
Divestiture		—	(0.2)		
Balance at end of year		\$17.8	\$19.0		
Balance at end of fiscal year					

Note 9. Supplemental Financial Statement Information

Cash and cash equivalents at December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows:

Fiscal Year				Fiscal Year	
(In millions)	(In millions)	2022	2021	(In millions)	
Cash	Cash	\$164.9	\$222.8	2023	2022
Other short-term investments	Other short-term investments	419.1	464.9		

Total cash and cash equivalents	Total cash and cash equivalents	\$584.0	\$687.7
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Other current liabilities included salaries, wages and other employee-related liabilities of \$102.3 million and \$100.8 million at December 31, 2023 and \$92.7 million January 1, 2023, respectively, and accrued interest of \$23.7 million and \$11.8 million at December 31, 2023 and \$15.2 million at December 31, 2022 and 2021, January 1, 2023, respectively.

Other income (expense) for the fiscal years ended December 31, 2022, December 31, 2023, 2021, January 1, 2023, and 2020 January 2, 2022 was as follows:

Fiscal Year					Fiscal Year			
(in millions).	(in millions).	2022	2021	2020	(in millions).	2023	2022	2021
Rent, royalty income and other income	Rent, royalty income and other income	\$ 2.3	\$ 1.1	\$ 0.9				
Gains from disposal of property, plant and equipment, net	Gains from disposal of property, plant and equipment, net	0.2	2.9	2.9				
Net equity income (loss) on joint ventures (See Note 7)	Net equity income (loss) on joint ventures (See Note 7)	12.6	0.1	(7.0)				
Gain on sales of businesses, net (See Note 6)	Gain on sales of businesses, net (See Note 6)	—	13.8	—				
Joint venture restructuring credit (charge) (See Note 7)	Joint venture restructuring credit (charge) (See Note 7)	0.9	—	(2.4)				
Adjustment to indemnification for conditional ARO costs	Adjustment to indemnification for conditional ARO costs	—	—	4.3				
Litigation settlement (See Note 21)	Litigation settlement (See Note 21)	(28.5)	—	—				
Other	Other	—	0.3	0.1				
Total other income (expense), net	Total other income (expense), net	\$(12.5)	\$18.2	\$(1.2)				

Gains from disposal Supplier Financing

The Company participates in supplier financing programs with two financial institutions to offer its suppliers the option for access to payment in advance of property, plant an invoice due date. Under such programs, these financial institutions provide early payment to suppliers at their request for invoices that ATI has confirmed as valid at a pre-determined discount rate commensurate with the creditworthiness of ATI. As of December 31, 2023 and equipment, net for January 1, 2023, the year ended December 31, 2020 include \$2.5 million on sales of certain oil Company had \$15.6 million and gas rights \$23.7 million, respectively, reported in Eddy County, NM. These cash gains are reported as an investing activity accounts payable on the consolidated statement of cash flows for the year ended December 31, 2020, and are excluded from segment operating results. These oil and gas

rights were initially acquired in 1972 along with land purchased by Teledyne, Inc., which later became part of ATI. The land was subsequently sold, with the Company retaining the underlying oil and gas rights that it sold in 2020, [balance sheets under such programs](#).

In 2020, the Company finalized a settlement agreement for an indemnity claim concerning a conditional ARO with the buyer of a formerly-owned business and as a result, the Company reduced ARO reserves by \$4.3 million, which is recorded in other income/expense, net, on the consolidated statements of operations.

Note 10. Debt

Debt at [December 31, 2022](#) December 31, 2023 and [2021](#) January 1, 2023 was as follows:

Fiscal Year				Fiscal Year	
(In millions)	(In millions)	2022	2021	(In millions)	
ATI Inc. 7.25% Notes due 2030				2023	2022
ATI Inc. 5.875% Senior Notes due 2027	ATI Inc. 5.875% Senior Notes due 2027	350.0	350.0		
ATI Inc. 5.125% Senior Notes due 2031	ATI Inc. 5.125% Senior Notes due 2031	350.0	350.0		
ATI Inc. 4.875% Notes due 2029	ATI Inc. 4.875% Notes due 2029	325.0	325.0		
ATI Inc. 3.5% Convertible Senior Notes due 2025	ATI Inc. 3.5% Convertible Senior Notes due 2025	291.4	291.4		
ATI Inc. 4.75% Convertible Senior Notes due 2022		—	84.2		
Allegheny Ludlum 6.95% Debentures due 2025 (a)	Allegheny Ludlum 6.95% Debentures due 2025 (a)	150.0	150.0		
ABL Term Loan	ABL Term Loan	200.0	200.0		
U.S. revolving credit facility	U.S. revolving credit facility	—	—		
Foreign credit agreements	Foreign credit agreements	19.4	27.4		
Finance leases and other	Finance leases and other	79.4	85.7		
Debt issuance costs	Debt issuance costs	(17.2)	(20.8)		

Total short-term and long-term debt	Total short-term and long-term debt	1,748.0	1,842.9
Short-term debt and current portion of long-term debt	Short-term debt and current portion of long-term debt	41.7	131.3
Total long-term debt	Total long-term debt	<u>\$1,706.3</u>	<u>\$1,711.6</u>

(a) The payment obligations of these debentures issued by Allegheny Ludlum, LLC are fully and unconditionally guaranteed by ATI.

Interest expense was \$105.8 million in fiscal year 2023, \$92.1 million in fiscal year 2022, and \$97.6 million in 2021, and \$96.1 million in 2020, fiscal year 2021. Interest expense was reduced by \$5.1 million \$13.5 million, \$4.3 million \$5.1 million, and \$7.7 million \$4.3 million, in fiscal years 2023, 2022, 2021, and 2020, 2021, respectively, from interest capitalization on capital projects. Interest and commitment fees paid were \$114.7 million in fiscal year 2023, \$92.8 million in fiscal year 2022, and \$97.5 million in 2021, and \$95.4 million in 2020, fiscal year 2021. Net interest expense includes interest income of \$13.0 million in fiscal year 2023, \$4.7 million in fiscal year 2022, and \$0.7 million in 2021, and \$1.7 million in 2020, fiscal year 2021.

Scheduled principal payments during the next five fiscal years are \$41.7 million in 2023, \$19.9 million \$31.9 million in 2024, \$457.8 million \$465.3 million in 2025, \$10.5 million \$18.5 million in 2026, \$565.3 million in 2027, and \$557.4 million \$9.6 million in 2027, 2028. See Note 11, Leases, for the portion of these scheduled principal payments that are related to finance leases.

Debt Extinguishment Charges Charge

In October 2021, ATI recognized a \$65.5 million debt extinguishment charge on the redemption of its 5.875% Senior Notes due 2023 (2023 Notes), which included a \$64.5 million cash make-whole payment related to the early extinguishment of the 2023 Notes as required by the applicable indenture, and a \$1.0 million charge for deferred debt issue costs, as further discussed below.

2030 Notes

In June 2020, August 2023, ATI recognized a \$21.5 million debt extinguishment charge on the partial redemption issued \$425 million aggregate principal amount of its 4.75% Convertible 7.25% Senior Notes due 2022 (the 2022 Convertible 2030 (2030 Notes)). Interest on the 2030 Notes is payable semi-annually in arrears at a rate of 7.25% per year. The 2030 Notes will mature on August 15, 2030. Net proceeds were \$418.8 million from this issuance, of which \$222 million was used to fund ATI's U.S. qualified defined benefit pension plan in order to facilitate a pension derisking strategy (see Note 14), which included and the remaining proceeds were used for liquidity and general corporate purposes. Underwriting fees and other third-party expenses for the issuance of the 2030 Notes were \$6.2 million, and are being amortized to interest expense over the 7-year term of the 2030 Notes. The 2030 Notes are unsecured and unsubordinated obligations of the Company and equally ranked with all of its existing and future senior unsecured debt. The 2030 Notes restrict the Company's ability to create certain liens, to enter into sale leaseback transactions, guarantee indebtedness and to consolidate or merge all, or substantially all, of its assets. The Company has the option to redeem the 2030 Notes, as a \$19.1 million cash make-whole payment related whole or in part, at any time or from time to time, on at least 15 days, but not more than 60 days, prior notice to the early extinguishment holders of the 2022 Convertible Notes partial at redemption as required by prices specified in the applicable indenture, 2030 Notes. The 2030 Notes are subject to repurchase upon the occurrence of a change in control repurchase event (as defined in the 2030 Notes) at a repurchase price in cash equal to 101% of the aggregate principal amount of the Notes repurchased, plus any accrued and a \$2.4 million charge for deferred debt issue costs, as further discussed below. unpaid interest on the 2030 Notes repurchased.

2029 and 2031 Notes

On September 14, 2021, ATI issued \$325 million aggregate principal amount of 4.875% Senior Notes due 2029 (2029 Notes) and \$350 million aggregate principal amount of 5.125% Senior Notes due 2031 (2031 Notes). Interest on the 2029 Notes is payable semi-annually in arrears at a rate of 4.875% per year, and the 2029 Notes will mature on October 1, 2029. Interest on the 2031 Notes is payable semi-annually in arrears at a rate of 5.125% per year, and the 2031 Notes will mature on October 1, 2031. Total combined net proceeds of \$665.7 million from both of these issuances were primarily used to fund the full redemption of the \$500 million aggregate principal amount outstanding of the 2023 Notes on October 14, 2021, including a make-whole payment and accrued interest, resulting in a \$65.5 million debt extinguishment charge.

Underwriting fees and other third-party expenses for the issuance of the 2029 and 2031 Notes were \$4.7 million each, and are being amortized to interest expense over the 8-year and 10-year terms of the 2029 and 2031 Notes, respectively. The 2029 and 2031 Notes are unsecured and unsubordinated obligations of the Company and equally ranked with all of its existing and future senior unsecured debt. The 2029 and 2031 Notes restrict the Company's ability to create certain liens, to enter into sale leaseback transactions, guarantee indebtedness and to consolidate or merge all, or substantially all, of its assets. The Company has the option to redeem the 2029 and 2031 Notes, as a whole or in part, at any time or from time to time, on at least 15 days, but not more than 60 days, prior notice to the holders of the Notes at redemption prices specified in the 2029 and 2031 Notes. The 2029 and 2031 Notes are subject to repurchase upon the occurrence of a change in control repurchase event (as defined in the 2029 and 2031 Notes) at a repurchase price in cash equal to 101% of the aggregate principal amount of the Notes repurchased, plus any accrued and unpaid interest on the 2029 or 2031 Notes repurchased, as applicable.

2025 Convertible Notes

In 2020, As of December 31, 2023, the Company issued had \$291.4 million aggregate principal amount of 3.5% Convertible Senior Notes due 2025 (2025 Convertible Notes) outstanding which mature on June 15, 2025. The Company used a portion of the net proceeds from the offering of the 2025 Convertible Notes to repurchase \$203.2 million aggregate principal amount of its outstanding 2022 Convertible Notes, resulting in a \$21.5 million debt extinguishment charge. The Company also used \$19.4 million of the net

proceeds of the offering of the 2025 Convertible Notes to pay the cost of capped call transactions, described below, which was recorded as a reduction to additional paid-in-capital in stockholders' equity on the consolidated balance sheet. The remainder of the net proceeds from the offering were used for general corporate purposes.

As of **December 31, 2022**, **December 31, 2023** and **2021, January 1, 2023**, the fair value of the 2025 Convertible Notes was **\$590 million**, **\$864 million** and **\$379 million**, **\$590 million**, respectively, based on the quoted market price, which is classified in Level 1 of the fair value hierarchy. The 2025 Convertible Notes have a 3.5% cash coupon rate that is payable semi-annually in arrears on each June 15 and December 15, commencing December 15, 2020. 15. Including amortization of deferred issuance costs, the effective interest rate is 4.2% for the fiscal years ended **December 31, 2022**, **December 31, 2023**, **January 1, 2023** and **2021** and 8.4% for the year ended **December 31, 2020**, **January 2, 2022**. The effective interest rate is lower in 2022 and 2021 due to the early-adoption of new accounting guidance on January 1, 2021, as described below. Remaining deferred issuance costs were **\$2.9 million** and **\$4.8 million** at **December 31, 2023** and **\$6.5 million** at **December 31, 2022** and **2021, January 1, 2023**, respectively. Interest expense on the 2025 Convertible Notes was as follows:

		Fiscal year ended December 31,					
		Fiscal Year			Fiscal Year		
(in millions)	(in millions)	2022	2021	2020	(in millions)	2023	2022
Contractual coupon rate	Contractual coupon rate	\$10.2	\$10.2	\$5.3			
Amortization of debt issuance costs	Amortization of debt issuance costs	1.8	1.7	0.7			
Total interest expense	Total interest expense	\$12.0	\$11.9	\$6.0			
						2021	

The Company does not have the right to redeem the 2025 Convertible Notes prior to June 15, 2023. On or after June 15, 2023, **Currently**, and prior to the 41st scheduled trading day immediately preceding the maturity date, the Company may redeem all or any portion of the 2025 Convertible Notes, at its option, at a redemption price equal to 100% of the principal amount thereof, plus any accrued and unpaid interest if the last reported sale price of ATI's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on the trading day immediately preceding the date on which ATI provides written notice of redemption.

The initial conversion rate for the 2025 Convertible Notes is 64.5745 shares of ATI common stock per \$1,000 principal amount of the 2025 Convertible Notes, equivalent to an initial conversion price of approximately \$15.49 per share (18.8 million shares). Prior to the close of business on the business day immediately preceding March 15, 2025, the 2025 Convertible Notes will be convertible at the option of the holders of 2025 Convertible Notes only upon the satisfaction of specified conditions and during certain periods. Thereafter, until the close of business on the second scheduled trading day immediately preceding the maturity date, the 2025 Convertible Notes will be convertible at the option of holders of 2025 Convertible Notes at any time regardless of these conditions. Conversions of the 2025 Convertible Notes may be settled in cash, shares of ATI's common stock or a combination thereof, at ATI's election.

As a result of this flexible settlement feature of the 2025 Convertible Notes, the embedded conversion option was required to be separately accounted for as a component of stockholders' equity. The value of the embedded conversion option was determined to be \$51.4 million based on the estimated fair value of comparable senior unsecured debt without the conversion feature, using an income approach of expected present value. During the 2020 fiscal year, the equity component was amortized as additional non-cash interest expense, commonly referred to as phantom yield, over the term of the 2025 Convertible Notes using the effective interest method. As a result, as of December 31, 2020, \$49.8 million of the 2025 Convertible Notes was recorded in additional paid-in-capital in stockholders' equity (\$51.4 million of the gross \$291.4 million net of \$1.6 million of allocated offering costs). Due to the non-cash phantom yield and including debt issue cost amortization, the 2025 Convertible Notes had reported interest expense in 2020 at an 8.4% rate, higher than the 3.5% cash coupon rate. Effective January 1, 2021, ATI early-adopted new accounting guidance as discussed in Note 1 that eliminated the equity component classification of the embedded conversion option, as well as the phantom yield portion of interest expense on a prospective basis. Upon adoption on January 1, 2021, long-term debt increased by \$45.4 million representing the \$46.8 million equity component of convertible debt as of December 31, 2020, net of reclassified debt issue costs.

Holders of the 2025 Convertible Notes may require ATI to repurchase their 2025 Convertible Notes upon the occurrence of certain events that constitute a fundamental change under the indenture governing the 2025 Convertible Notes at a purchase price equal to 100% of the principal amount thereof, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In connection with certain corporate events or if ATI issues a notice of redemption, it will, under certain circumstances, increase the conversion rate for holders who elect to convert their 2025 Convertible Notes in connection with such corporate event or during the relevant redemption period.

In connection with the pricing of the 2025 Convertible Notes, ATI entered into privately negotiated capped call transactions with certain of the initial purchasers or their respective affiliates. The capped call transactions are expected generally to reduce potential dilution to ATI's common stock upon any conversion of the 2025 Convertible Notes and/or offset any cash payments ATI is required to make in excess of the principal amount of converted 2025 Convertible Notes, as the case may be, with such reduction and/or offset subject to a cap based on the cap price. The cap price of the capped call transactions initially is approximately \$19.76 per share, and is subject to adjustments under the terms of the capped call transactions.

2022 Convertible Notes

In **fiscal year** 2022, \$82.5 million of the 2022 Convertible Senior Notes were converted into 5.7 million shares of ATI common stock, with the remaining \$1.7 million of outstanding principal balance paid in cash for notes that were not converted at the July 1, 2022 maturity date. The conversion rate for the 2022 Convertible Notes was 69.2042 shares of ATI common stock per \$1,000 principal amount of the 2022 Convertible Notes, equivalent to a conversion price of \$14.45 per share.

As of December 31, 2021, the fair value of the 2022 Convertible Notes was \$102 million based on the quoted market price, which is classified in Level 1 of the fair value hierarchy. Interest on the 2022 Convertible Notes at the 4.75% cash coupon rate was payable semi-annually in arrears on each January 1 and July 1. Including amortization of deferred

issuance costs, the effective interest rate was 5.4% for the fiscal years ended December 31, 2022, 2021 January 1, 2023 and 2020. Remaining deferred issuance costs were \$0.3 million at December 31, 2021 January 2, 2022. Interest expense on the 2022 Convertible Notes was as follows:

Fiscal year ended December 31,				
Fiscal Year		Fiscal Year		
(in millions)	(in millions)	2022	2021	2020
Contractual coupon rate	Contractual coupon rate	\$2.0	\$4.0	\$8.6
Contractual coupon rate				
Contractual coupon rate				
Amortization of debt issuance costs				
Amortization of debt issuance costs				
Amortization of debt issuance costs	Amortization of debt issuance costs	0.3	0.5	1.0
Total interest expense	Total interest expense	\$2.3	\$4.5	\$9.6
Total interest expense				
Total interest expense				

2023 Notes

The 5.875% stated interest rate payable on the 2023 Notes was subject to adjustment in the event of changes in the credit ratings on the 2023 Notes by either Moody's or Standard & Poor's. Each notch of credit rating downgrade from the credit ratings in effect when the 2023 Notes were issued in July 2013 increased interest expense by 0.25% on the 2023 Notes, up to a maximum 4 notches by each of the two rating agencies, or a total 2.0% potential interest rate change up to 7.875%. The annual interest rate on the 2023 Notes was at the maximum 7.875% from February 2016 until their redemption in October 2021 as discussed above.

Credit Agreements

On September 9, 2022, the Company amended and restated its Asset Based Lending (ABL) Credit Facility, which is collateralized by the accounts receivable and inventory of the Company's operations. As amended, the ABL facility also provides the Company with the option of including certain machinery and equipment as additional collateral for purposes of determining availability under the facility. This amendment and restatement extended the ABL facility, through which matures in September 2027, and includes an increase of \$100 million in the a \$600 million revolving credit facility, to \$600 million. The ABL continues to include a letter of credit sub-facility of up to \$200 million, a \$200 million term loan (ABL Term Loan), and a swing loan facility of up to \$60 million. The ABL Term Loan has an interest rate of 2.0% above adjusted Secured Overnight Financing Rate (SOFR) and can be prepaid in increments of \$25 million if certain minimum liquidity conditions are satisfied. In addition, as amended, the Company has the right to request an increase of up to \$300 million in the maximum amount available under the revolving credit facility for the duration of the ABL. The Company has a \$50 million floating-for-fixed interest rate swap which converts a portion of the ABL Term Loan to a 4.21% fixed interest rate. The swap matures in June 2024.

The ABL, as amended, has interest rates that are consistent with the previous facility, replacing LIBOR with Secured Overnight Financing Rate (SOFR) plus an applicable SOFR adjustment. The ABL Term Loan, as amended, has an interest rate of 2.0% above adjusted SOFR. As amended, the applicable interest rate for revolving credit borrowings under the ABL facility includes interest rate spreads based on available borrowing capacity that range between 1.25% and 1.75% for SOFR-based borrowings and between 0.25% and 0.75% for base rate borrowings.

The ABL facility contains a financial covenant whereby the Company must maintain a fixed charge coverage ratio of not less than 1.00:1.00 after an event of default has occurred and is continuing or if the undrawn availability under the ABL revolving credit portion of the facility is less than the greater of (i) 10% of the then applicable maximum loan amount under the revolving credit portion of the ABL and the outstanding ABL Term Loan balance, or (ii) \$60.0 million. The Company was in compliance with the fixed charge coverage ratio as of December 31, 2022 December 31, 2023. Additionally, the Company must demonstrate minimum liquidity specified by the facility during the 90-day period immediately preceding the stated maturity date of its 3.5% Convertible Senior Notes due 2025 and the 6.95% Debentures due 2025 issued by the Company's wholly owned subsidiary, Allegheny Ludlum LLC. Costs associated with entering into the ABL amendment were \$2.4 million, and are being amortized to interest expense over the extended term of the facility ending September 2027, along with \$1.7 million of unamortized deferred costs previously recorded for the ABL. The ABL as amended, also contains customary affirmative and negative covenants for credit facilities of this type, including limitations on the Company's ability to incur additional indebtedness or liens or to enter into investments, mergers and acquisitions, dispositions of assets and transactions with affiliates, some of which are more restrictive, at any time during the term of the ABL when the Company's fixed charge coverage ratio is less than 1.00:1.00 and its undrawn availability under the revolving portion of the ABL is less than the greater of (a) \$120 million or (b) 20% of the sum of the maximum loan amount under the revolving credit portion of the ABL and the outstanding ABL Term Loan balance.

On September 9, 2022, the Company amended and restated the ABL and costs associated with entering into this amendment were \$2.4 million, and are being amortized to interest expense over the term of the facility ending September 2027, along with \$1.7 million of unamortized deferred costs previously recorded for the ABL.

As of **December 31, 2022** **December 31, 2023**, there were no outstanding borrowings under the revolving portion of the ABL, and **\$39.8 million** **\$31.7 million** was utilized to support the issuance of letters of credit. There were average revolving credit borrowings of \$13 million bearing an average annual interest rate of 6.5% under the ABL during fiscal year **2023**. There were no revolving credit borrowings under the ABL during **2022 or 2021**, **fiscal year 2022**. The Company also has foreign credit facilities, primarily in China, that total **\$60 million** **\$58 million** based on **December 31, 2022** **December 31, 2023** foreign exchange rates, under which **\$19.4 million** **\$5.0 million** and **\$27.4 million** **\$19.4 million** was drawn as of **December 31, 2022** **December 31, 2023** and **2021**, January 1, 2023, respectively.

The Company has no off-balance sheet financing relationships as defined in Item 303(a)(4) of SEC Regulation S-K, with variable interest entities, structured finance entities, or any other unconsolidated entities. At **December 31, 2022** **December 31, 2023**, the Company had not guaranteed any third-party indebtedness.

Note 11. Leases

The following represents the components of lease cost and other information for both operating and financing leases for the **fiscal years ending December 31, 2022, 2021 2023**, **2022** and **2020**; **2021**:

(\$ in millions)		Year ended			(\$ in millions)		Fiscal Year		
		December 31, December December							
		2022	31, 2021	31, 2020			2023	2022	2021
		2023							
<u>Lease Cost</u>	<u>Lease Cost</u>								
Finance	Finance								
Lease Cost:	Lease Cost:								
Finance Lease Cost:									
Finance Lease Cost:									
Amortization of right of use asset									
Amortization of right of use asset									
Amortization of right of use asset	Amortization of right of use asset	\$ 8.9	\$ 7.1	\$ 3.5					
Interest on lease liabilities	Interest on lease liabilities	4.1	3.1	1.0					
Operating lease cost	Operating lease cost	16.4	22.7	20.8					
Short-term lease cost	Short-term lease cost	2.9	1.6	1.9					
Variable lease cost	Variable lease cost	1.0	0.9	0.9					
Sublease income	Sublease income	—	(0.3)	(0.1)					
Total lease cost	Total lease cost	\$ 33.3	\$ 35.1	\$ 28.0					
<u>Other information</u>	<u>Other information</u>								
<u>Other information</u>									
<u>Other information</u>									
Cash paid for amounts included in the measurement of lease liabilities	Cash paid for amounts included in the measurement of lease liabilities								
Cash paid for amounts included in the measurement of lease liabilities									

Cash paid for amounts included in the measurement of lease liabilities									
Operating cash flows from finance leases									
Operating cash flows from finance leases									
Operating cash flows from finance leases	Operating cash flows from finance leases	\$	4.1	\$	3.0	\$	1.0		
Operating cash flows from operating leases	Operating cash flows from operating leases	\$	17.4	\$	20.0	\$	21.7		
Financing cash flows from finance leases	Financing cash flows from finance leases	\$	20.9	\$	14.3	\$	6.2		
Right of use assets obtained in exchange for new finance lease liabilities	Right of use assets obtained in exchange for new finance lease liabilities	\$	15.3	\$	58.9	\$	42.3		
Right of use assets obtained in exchange for new operating lease liabilities	Right of use assets obtained in exchange for new operating lease liabilities	\$	18.0	\$	4.8	\$	12.4		
Weighted average remaining lease term - finance leases	Weighted average remaining lease term - finance leases	4 years	5 years	4 years	Weighted average remaining lease term - finance leases			4 years	4 years 5 years
Weighted average remaining lease term - operating leases	Weighted average remaining lease term - operating leases	6 years	5 years	6 years	Weighted average remaining lease term - operating leases			7 years	6 years 5 years
Weighted average discount rate - finance leases	Weighted average discount rate - finance leases	5.6 %	5.2 %	6.2 %	Weighted average discount rate - finance leases			5.4 %	5.6 % 5.2 %
Weighted average discount rate - operating leases	Weighted average discount rate - operating leases	6.8 %	6.5 %	6.9 %	Weighted average discount rate - operating leases			7.1 %	6.8 % 6.5 %

The following table reconciles future minimum undiscounted rental commitments for operating leases to the operating lease liabilities recorded on the consolidated balance sheet as of **December 31, 2022** **December 31, 2023** (in millions):

		December 31, 2022
2023		\$ 15.5
Fiscal Year	Fiscal Year	December 31, 2023
2024	2024	12.7
2025	2025	10.3
2026	2026	8.0
2027	2027	6.6
2028 and thereafter		16.5
2028		
2029 and thereafter		
Total undiscounted lease payments	Total undiscounted lease payments	\$ 69.6
Present value adjustment	Present value adjustment	(14.4)
Operating lease liabilities	Operating lease liabilities	\$ 55.2

The following table reconciles future minimum undiscounted rental commitments for finance leases to the finance lease liabilities recorded on the consolidated balance sheet as of **December 31, 2022** **December 31, 2023** (in millions):

		December 31, 2022
2023		\$ 26.2
Fiscal Year	Fiscal Year	December 31, 2023
2024	2024	22.4
2025	2025	17.9
2026	2026	11.0
2027	2027	7.8
2028 and thereafter		3.0
2028		
2029 and thereafter		
Total undiscounted lease payments	Total undiscounted lease payments	\$ 88.3
Present value adjustment	Present value adjustment	(9.5)
Finance lease liabilities	Finance lease liabilities	\$ 78.8

The Company has entered agreed to enter into certain finance lease contracts with lenders for progress payments on machinery and equipment that is being constructed at the request and specification of the Company. As of **December 31, 2022** **December 31, 2023**, the lenders had made **\$27.9 million** **\$28.4 million** of progress payments on behalf of the Company, and **\$13.7 million** **\$39.7 million** of progress payments are scheduled to be paid. Upon payment of the final progress payments by the lenders, finance leases will commence, and **\$41.6 million** **\$68.1 million**, discounted using the applicable discount rates at lease inception, of ROU assets and lease liabilities will be recognized by the Company. Progress payments made on behalf of the Company in **fiscal years 2023, 2022 and 2021** include **\$2.8 million**, \$1.8 million and \$16.2 million, respectively, received as proceeds on the sale of ongoing construction in progress projects that were converted to leases, which is presented as investing activities source of cash on the consolidated statements of cash flows for the **fiscal** years ended **December 31, 2022** **December 31, 2023**, **January 1, 2023** and **2021**, **January 2, 2022**.

Note 12. Derivative Financial Instruments and Hedging

As part of its risk management strategy, the Company, from time-to-time, utilizes derivative financial instruments to manage its exposure to changes in raw material prices, energy costs, foreign currencies, and interest rates. In accordance with applicable accounting standards, the Company accounts for most of these contracts as hedges.

The Company sometimes uses futures and swap contracts to manage exposure to changes in prices for forecasted purchases of raw materials, such as nickel, and natural gas. Under these contracts, which are generally accounted for as cash flow hedges, the price of the item being hedged is fixed at the time that the contract is entered into and the Company is obligated to make or receive a payment equal to the net change between this fixed price and the market price at the date the contract matures.

The majority of ATI's products are sold utilizing raw material surcharges and index mechanisms. However, as of December 31, 2022 December 31, 2023, the Company had entered into financial hedging arrangements primarily at the request of its customers, related to firm orders, for an aggregate notional amount of approximately 6 million 4 million pounds of nickel with hedge dates through fiscal year 2024. The aggregate notional amount hedged is approximately 8% 6% of a single year's estimated nickel raw material purchase requirements. These derivative instruments are used to hedge the variability of a selling price that is based on the London Metals Exchange (LME) index for nickel, as well as to hedge the variability of the purchase cost of nickel based on this LME index. Any gain or loss associated with these hedging arrangements is included in sales or cost of sales, depending on whether the underlying risk being hedged was the variable selling price or the variable raw material cost, respectively.

At December 31, 2022 December 31, 2023, the outstanding financial derivatives used to hedge the Company's exposure to energy cost volatility included natural gas cost hedges. At December 31, 2022 December 31, 2023, the company hedged approximately 70% 75% of the Company's annual forecasted domestic requirements for natural gas for 2023 fiscal year 2024 and approximately 25% 35% for 2024. fiscal year 2025.

While the majority of the Company's direct export sales are transacted in U.S. dollars, foreign currency exchange contracts are used, from time-to-time, to limit transactional exposure to changes in currency exchange rates for those transactions denominated in a non-U.S. currency. The Company sometimes purchases foreign currency forward contracts that permit it to sell specified amounts of foreign currencies expected to be received from its export sales for pre-established U.S. dollar amounts at specified dates. The forward contracts are denominated in the same foreign currencies in which export sales are denominated. These contracts are designated as hedges of the variability in cash flows of a portion of the forecasted future export sales transactions which otherwise would expose the Company to foreign currency risk, primarily euros. In addition, the Company may also hedge forecasted capital expenditures and designate cash balances held in foreign currencies as hedges of forecasted foreign currency transactions. At December 31, 2022 December 31, 2023, the Company had no significant outstanding foreign currency forward contracts.

The Company may enter into derivative interest rate contracts to maintain a reasonable balance between fixed- and floating-rate debt. The Company has a \$50 million floating-for-fixed interest rate swap that matures in June 2024 which converts half a portion of the ABL Term Loan to a 4.21% fixed rate. The Company designated the interest rate swap as a cash flow hedge of the Company's exposure to the variability of the payment of interest on a portion of its ABL Term Loan borrowings. The ineffective portion at hedge inception, determined from the fair value of the swap immediately prior to amendment in July 2019, was amortized to interest expense over the initial ABL Term Loan swap maturity date of January 12, 2021.

There are no credit risk-related contingent features in the Company's derivative contracts, and the contracts contained no provisions under which the Company has posted, or would be required to post, collateral. The counterparties to the Company's derivative contracts were substantial and creditworthy commercial banks that are recognized market makers. The Company controls its credit exposure by diversifying across multiple counterparties and by monitoring credit ratings and credit default swap spreads of its counterparties. The Company also enters into master netting agreements with counterparties when possible.

The fair values of the Company's derivative financial instruments are presented below, representing the gross amounts recognized which are not offset by counterparty or by type of item hedged. All fair values for these derivatives were measured using Level 2 information as defined by the accounting standard hierarchy, which includes quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs derived principally from or corroborated by observable market data.

(In millions)		(In millions)		(In millions)	
Asset	Asset	Balance	December	December	December 31,
		sheet	31,	31,	
derivatives	derivatives	location	2022	2021	2023
Derivatives designated as hedging instruments:	Derivatives designated as hedging instruments:				
Derivatives designated as hedging instruments:	Derivatives designated as hedging instruments:				
Derivatives designated as hedging instruments:	Derivatives designated as hedging instruments:				
Interest rate swap	Interest rate swap	Prepaid expenses and other current assets	\$ 1.4	\$ —	
Interest rate swap	Interest rate swap				
Interest rate swap	Interest rate swap				

Foreign exchange contracts				
Natural gas contracts	Natural gas contracts	Prepaid expenses and other current assets	2.4	2.0
Nickel and other raw material contracts	Nickel and other raw material contracts	Prepaid expenses and other current assets	12.5	5.0
Interest rate swap	Interest rate swap	Other assets	0.5	—
Natural gas contracts	Natural gas contracts	Other assets	0.7	0.5
Nickel and other raw material contracts	Nickel and other raw material contracts	Other assets	0.5	0.1
Total derivatives designated as hedging instruments	Total derivatives designated as hedging instruments		18.0	7.6
Total asset derivatives	Total asset derivatives		\$ 18.0	\$ 7.6
Liability derivatives	Liability derivatives	Balance sheet location		
Liability derivatives				
Liability derivatives				
Derivatives designated as hedging instruments:	Derivatives designated as hedging instruments:			
Interest rate swap		Other current liabilities	\$ —	\$ 0.9
Natural gas contracts				
Natural gas contracts				
Natural gas contracts	Natural gas contracts	Other current liabilities	2.0	0.7
Nickel and other raw material contracts	Nickel and other raw material contracts	Other current liabilities	2.1	0.2
Interest rate swap		Other long-term liabilities	—	0.7
Natural gas contracts	Natural gas contracts	Other long-term liabilities	0.5	0.2

Balance sheet location

Total derivatives designated as hedging instruments	Total derivatives designated as hedging instruments	4.6	2.7
Total liability derivatives	Total liability derivatives	\$ 4.6	\$ 2.7

Assuming market prices remain constant with those at December 31, 2022 December 31, 2023, a pre-tax gain loss of \$12.2 million \$12.3 million is expected to be recognized over the next 12 months.

For derivative financial instruments that are designated as cash flow hedges, the gain or loss on the derivative is reported as a component of other comprehensive income (OCI) and reclassified into earnings in the same period or periods during which the hedged item affects earnings. For derivative financial instruments that are designated as fair value hedges, changes in the fair value of these derivatives are recognized in current period results and are reported as changes within accrued liabilities and other on the consolidated statements of cash flows. results. There were no outstanding fair value hedges as of December 31, 2022 December 31, 2023 or 2021 January 1, 2023. The cash flow impact for all derivative financial instruments is reported in cash flows provided by operating activities on the consolidated statement of cash flows. The Company did not use net investment hedges for the periods presented. The effects of derivative instruments in the tables below are presented net of related income taxes, excluding any impacts of changes to income tax valuation allowances affecting results of operations or other comprehensive income, when applicable.

Activity with regard to derivatives designated as cash flow hedges for the fiscal years ended December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows (in millions):

		Amount of Gain (Loss)				Amount of Gain (Loss)		Amount of Gain (Loss)	
		Reclassified from Accumulated OCI into Income (a)				Reclassified from Accumulated OCI into Income (a)		Reclassified from Accumulated OCI into Income (a)	
		Derivatives				Derivatives		Derivatives	
		Fiscal Year				Fiscal Year		Fiscal Year	
Derivatives in Cash Flow Hedging Relationships	Derivatives in Cash Flow Hedging Relationships	2022	2021	2022	2021	Derivatives in Cash Flow Hedging Relationships	2023	2022	2023
Nickel and other raw material contracts	Nickel and other raw material contracts	\$ 27.1	\$ 6.2	\$ 20.5	\$ 5.4				
Natural gas contracts	Natural gas contracts	10.9	5.2	11.5	4.0				
Foreign exchange contracts	Foreign exchange contracts	0.7	0.2	0.7	0.1				
Interest rate swap	Interest rate swap	2.3	0.1	(0.1)	(0.8)				
Total	Total	\$ 41.0	\$ 11.7	\$ 32.6	\$ 8.7				

- (a) The gains (losses) reclassified from accumulated OCI into income related to the derivatives, with the exception of the interest rate swap, are presented in sales and cost of sales in the same period or periods in which the hedged item affects earnings. The gains (losses) reclassified from accumulated OCI into income on the interest rate swap are presented in interest expense in the same period as the interest expense on the ABL Term Loan is recognized in earnings.

The disclosures of gains or losses presented above for nickel and other raw material contracts and foreign currency contracts do not take into account the anticipated underlying transactions. Since these derivative contracts represent hedges, the net effect of any gain or loss on results of operations may be fully or partially offset.

Note 13. Fair Value of Financial Instruments

The estimated fair value of financial instruments at December 31, 2022 December 31, 2023 was as follows:

		Fair Value Measurements at Reporting Date Using						Fair Value Measurements at Reporting Date Using			
		Quoted Prices in Significant						Quoted Prices in Significant			
		Active Markets for Observable						Active Markets for Observable			
		Inputs						Inputs			
(In millions)	(In millions)	Total Carrying Amount	Total Estimated Fair Value	(Level 1)	(Level 2)	(In millions)	Total Carrying Amount	Total Estimated Fair Value	(Level 1)	(Level 2)	(Level 2)
Cash and cash equivalents	Cash and cash equivalents	\$ 584.0	\$ 584.0	\$ 584.0	\$ —						

Derivative financial instruments:	Derivative financial instruments:				
Assets	Assets	18.0	18.0	—	18.0
Assets					
Assets					
Liabilities	Liabilities	4.6	4.6	—	4.6
Debt (a)	Debt (a)	1,765.2	1,964.5	1,665.7	298.8

The estimated fair value of financial instruments at **December 31, 2021** **January 1, 2023** was as follows:

(In millions)	(In millions)	Fair Value Measurements at Reporting Date Using				(In millions)	Fair Value Measurements at Reporting Date Using			
		Total	Total	Quoted Prices in	Significant		Total	Total	Quoted Prices in	Significant
		Carrying	Estimated	Active Markets for	Observable		Carrying	Estimated	Active Markets for	Observable
		Amount	Fair Value	Identical Assets	Inputs		Amount	Fair Value	Identical Assets	Inputs
				(Level 1)	(Level 2)				(Level 1)	(Level 2)
Cash and cash equivalents	Cash and cash equivalents	\$ 687.7	\$ 687.7	\$ 687.7	\$ —					
Derivative financial instruments:	Derivative financial instruments:									
Assets	Assets	7.6	7.6	—	7.6					
Assets										
Assets										
Liabilities	Liabilities	2.7	2.7	—	2.7					
Debt (a)	Debt (a)	1,863.7	2,003.2	1,690.1	313.1					

- (a) The total carrying amount for debt excludes debt issuance costs related to the recognized debt liability which is presented in the consolidated balance sheets as a direct reduction from the carrying amount of the debt liability.

In accordance with accounting standards, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accounting standards established three levels of a fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Cash and cash equivalents: Fair values were determined using Level 1 information.

Derivative financial instruments: Fair values for derivatives were measured using exchange-traded prices for the hedged items. The fair value was determined using Level 2 information, including consideration of counterparty risk and the Company's credit risk.

Short-term and long-term debt: The fair values of the **2022 Convertible Notes (prior to conversion in the second quarter of 2022)**, the 2025 Convertible Notes, the Allegheny Ludlum 6.95% Debentures due 2025, the 2027 Notes, the 2029 Notes, **2030 notes (after issuance in the third quarter of fiscal year 2023)** and the 2031 Notes were determined using Level 1 information. The fair values of other short-term and long-term debt were determined using Level 2 information.

Note 14. Retirement Benefits

The Company has defined contribution retirement plans or defined benefit pension plans covering substantially all employees. Company contributions to defined contribution retirement plans are generally based on a percentage of eligible pay or based on hours worked. Benefits under the defined benefit pension plans are generally based on years of service and/or final average pay. The Company also sponsors several postretirement plans covering certain collectively-bargained salaried and hourly employees. The plans provide

health care and life insurance benefits for eligible retirees. In most retiree health care plans, Company contributions towards premiums are capped based on the cost as of a certain date, thereby creating a defined contribution.

In the fourth quarter of fiscal year 2023, the Company voluntarily changed the method of accounting for recognizing actuarial gains and losses for the defined benefit pension plans. See Note 1 for amounts recognized related to this change. The information within this Note has been revised to reflect the change in accounting principle for current and prior periods.

ATI instituted several initiatives over a multi-year period as part of its retirement benefit liability reduction derisking strategy. Future benefit accruals for all participants in the U.S. defined benefit pension plans other than those subject to a CBA were frozen at the end of fiscal year 2014, and subsequently CBAs were negotiated to close these plans to new entrants. As a result of these actions, the Company has now completely closed all defined benefit pension plans to new entrants, and has substantially limited the number of employees still accruing benefit service to less than 900 participants, or approximately 7% of the population in the U.S. qualified defined benefit pension plans, 800 participants. Additionally, all of ATI's remaining collectively-bargained, capped defined benefit retiree health care plans are closed to new entrants. These liability management actions have transitioned ATI's retirement benefit and other postretirement benefit programs largely to a defined contribution structure. Since From fiscal years 2013 to 2022, five annuity buyouts of retired participants and two voluntary cash out programs of deferred participants during this period have helped to reduce the total participants in ATI's U.S. qualified defined benefit pension plans by more than 60%. During the fourth quarter of fiscal year 2023, the Company purchased group annuity contracts from an insurer covering approximately 85% of the Company's U.S. qualified defined benefit pension plan obligations. Under these contracts, the Company transferred the pension obligations and associated assets for approximately 8,200 plan participants to the selected insurance company. To facilitate this pension derisking strategy, the Company completed a voluntary cash out for term vested employees and contributed \$222 million to its pension plan in the third quarter of fiscal year 2023, to fully fund remaining pension liabilities ahead of this annuity transaction. After these actions, the Company's U.S. qualified defined benefit pension plan includes approximately 1,980 participants.

Costs for defined contribution retirement plans were \$38.8 million in fiscal year 2023, \$31.1 million in fiscal year 2022, and \$20.4 million in 2021, and \$29.9 million in 2020, fiscal year 2021. Company contributions to these defined contribution plans are funded with cash. From June 1, 2020 in response to the economic challenges created by the COVID-19 pandemic, the Company reduced its qualified non-elective contribution percentage and suspended all Company match contributions for salaried participants in the ATI 401(k) Savings Plan, and deferred the funding of Company contributions to this plan, until mid-2021. In fiscal year 2022, the Company implemented certain plan design changes to the ATI 401(k) Savings Plan which decreased the qualified non-elective contribution percentage and increased the Company match contribution percentage. Other postretirement benefit costs for a defined contribution plan under the terms of a CBA were \$1.0 million and \$0.7 million for both the fiscal years ended December 31, 2022 December 31, 2023 and 2020, respectively, January 1, 2023. There were no costs for this plan in fiscal year 2021.

The components of pension and other postretirement benefit expense for the Company's defined benefit plans included the following:

	Pension Benefits							Other Postretirement Benefits								
		Fiscal Year								Fiscal Year						
(In millions)	(In millions)	2022	2021	2020	2022	2021	2020	(In millions)	2023	2022 Revised	2021 Revised		2023		2022	2021
Service cost	Service cost															
—benefits	—benefits															
earned	earned															
during the	during the															
year	year	\$ 11.9	\$ 15.1	\$ 12.7	\$ 1.1	\$ 1.5	\$ 2.3									
Interest cost	Interest cost															
on benefits	on benefits															
earned in	earned in															
prior years	prior years	69.7	68.4	86.3	7.7	8.0	10.7									
Expected	Expected															
return on	return on															
plan assets	plan assets	(128.2)	(136.4)	(134.5)	—	—	—									
Amortization	Amortization															
of prior	of prior															
service cost	service cost															
(credit)	(credit)	0.4	0.6	0.7	(0.9)	(2.4)	(3.8)									
Amortization	Amortization															
of net	of net															
actuarial	actuarial															
loss	loss	63.5	75.6	74.5	13.2	13.9	10.8									
Recognized																
actuarial																
loss (gain)-																
mark to																
market																
Settlement	Settlement															
loss (gain)	loss (gain)	29.5	—	—	—	(64.9)	—									
Curtailment gain		—	—	—	—	—	(0.2)									
Termination benefits		—	—	10.9	—	—	6.7									

Total retirement benefit expense (income)	Total retirement benefit expense (income)	\$ 46.8	\$ 23.3	\$ 50.6	\$ 21.1	\$ (43.9)	\$ 26.5
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In the fourth quarter of fiscal year 2023, the Company voluntarily changed the method of accounting for recognizing actuarial gains and losses for its defined benefit pension plans. Under the accounting method change, remeasurement of projected benefit obligation and plan assets for defined benefit pension plans are immediately recognized in earnings through net periodic pension benefit cost from remeasurements annually in the fourth quarter and on an interim basis due to triggering events that require remeasurement. This resulted in an actuarial loss of \$26.8 million in fiscal year 2023 and actuarial gains of \$100.3 million and \$147.2 million in fiscal years 2022 and 2021, respectively, within nonoperating retirement benefit income/expense on the consolidated statements of operations.

On October 17, 2023, the Company completed a voluntary cash out for term vested employees and a large annuity buyout related to approximately 8,200 U.S. qualified defined benefit pension plan participants. As a result of the annuity buyout, ATI recognized a \$41.7 million pretax settlement loss, which is recorded in nonoperating retirement benefit income/expense on the consolidated statement of operations.

On May 12, 2022, the Company completed the sale of its Sheffield, UK operations (see Note 6). As a result of this sale, ATI recognized a \$29.5 million \$0.7 million settlement loss, which is recorded in loss on asset sales and sales of businesses, net, on the consolidated statement of operations, related to the amount in accumulated other comprehensive loss for the UK defined benefit pension plan that transferred as part of the sale. Pension liabilities and assets for this UK defined benefit pension plan that were removed as a result of this divestiture are included below in the tables of changes in benefit obligations and changes in plan assets, respectively.

On July 14, 2021, ATI announced that a new four-year labor agreement with the USW was ratified (see Note 1 for further discussion). As a result of this new CBA, ATI recognized a \$64.9 million pretax settlement gain, which is recorded in nonoperating retirement benefit income/expense on the consolidated statement of operations, related to a plan termination that eliminated certain postretirement medical benefit liabilities, comprised of \$43.0 million of long-term postretirement benefit liabilities as of July 2021 and \$21.9 million of amounts recorded in accumulated other comprehensive income at that date. Discrete tax effects related to this event were \$15.5 million of income tax expense (see Note 17 for further discussion).

In 2020, the Company recorded a \$17.4 million termination benefits charge for pension and postretirement medical obligations, net of a \$0.2 million curtailment gain, related to facility closures in the AA&S segment resulting from the Company's strategic shift to exit lower-margin standard stainless products. See Note 19 for further explanation.

Actuarial assumptions used to develop the components of defined benefit pension expense and other postretirement benefit expense were as follows:

		Pension Benefits						Other Postretirement Benefits					
		Fiscal Year						Fiscal Year					
		2022	2021	2020	2022	2021	2020	2023	2022	2021	2023	2022	2021
Discount rate (a)	Discount rate (a)	2.95 %	2.60 %	3.40 %	2.80 %	2.45 %	3.25 %	5.55 % - 6.40 %	2.95 %	2.60 %	5.45 %	2.80 %	2.45 %
Rate of increase in future compensation levels	Rate of increase in future compensation levels	2.00 %	-	3.00 %	1.00 %	1.00 %	-	-	-	-	-	-	-
Weighted average expected long-term rate of return on assets (a)	Weighted average expected long-term rate of return on assets (a)	6.43 %	6.71 %	7.16 %	-	-	-	5.80 % - 6.57 %	6.43 %	6.71 %	-	-	-

(a) Pension expense for fiscal year 2023 was initially measured at a 5.55% discount rate and 6.57% weighted average expected long-term rate of return on assets. The U.S. qualified pension plans were remeasured using a 6.40% weighted average discount rate and 5.80% weighted average expected long-term rate of return on assets as of October 17, 2023, following the large annuity buyout of retirees.

Actuarial assumptions used for the valuation of defined benefit pension and other postretirement benefit obligations at the end of the respective periods were as follows:

		Pension Benefits				Other Postretirement Benefits			
		Fiscal Year				Fiscal Year			
		2022	2021	2022	2021	2023	2022	2023	2022
Discount rate	Discount rate	5.55 %	2.95 %	5.45 %	2.80 %	5.60 %	5.55 %	5.40 %	5.45 %
Rate of increase in future compensation levels	Rate of increase in future compensation levels	3.00 %	2.00 %	-	-	-	-	-	-

A reconciliation of the funded status for the Company's defined benefit pension and other postretirement benefit plans at **December 31, 2022**, **December 31, 2023** and **2021** January 1, 2023 was as follows:

		Pension Benefits				Other Postretirement Benefits		Pension Benefits				Other Postretirement Benefits	
		Fiscal Year						Fiscal Year					
(In millions)	(In millions)	2022	2021	2022	2021	(In millions)		2023	2022			2023	2022
Change in benefit obligations:	Change in benefit obligations:												
Benefit obligation at beginning of year	Benefit obligation at beginning of year	\$2,517.0	\$2,720.1	\$ 287.3	\$ 357.6								
Benefit obligation at beginning of fiscal year	Benefit obligation at beginning of fiscal year												
Benefit obligation at beginning of fiscal year	Benefit obligation at beginning of fiscal year												
Benefit obligation at beginning of fiscal year	Benefit obligation at beginning of fiscal year												
Service cost	Service cost	11.9	15.1	1.1	1.5								
Interest cost	Interest cost	69.7	68.4	7.7	8.0								
Benefits paid	Benefits paid	(155.6)	(235.0)	(29.7)	(28.9)								
Subsidy received	Subsidy received	—	—	0.3	0.4								
Divestiture	Divestiture	(75.8)	—	—	—								
Effect of currency rates	Effect of currency rates	(3.2)	(1.3)	—	—								
Net actuarial (gains) losses – discount rate change	Net actuarial (gains) losses – discount rate change	(556.8)	(104.0)	(48.2)	(9.0)								
– other	– other	11.1	53.7	(5.8)	0.7								
Settlement gain	Settlement gain	—	—	—	(43.0)								
Plan settlement	Plan settlement												
Plan settlement	Plan settlement												
Plan settlement	Plan settlement												
Benefit obligation at end of year	Benefit obligation at end of year	\$1,818.3	\$2,517.0	\$ 212.7	\$ 287.3								
Benefit obligation at end of fiscal year	Benefit obligation at end of fiscal year												
Benefit obligation at end of fiscal year	Benefit obligation at end of fiscal year												
Benefit obligation at end of fiscal year	Benefit obligation at end of fiscal year												

Actuarial effects of changes in discount rates are separately identified in the preceding table. **Net actuarial (gains) losses – other**

	Pension Benefits		Other Postretirement Benefits	
	Fiscal Year			
	2023	2022	2023	2022
(In millions)				
Change in plan assets:				
Fair value of plan assets at beginning of fiscal year	\$ 1,599.5	\$ 2,120.9	\$ —	\$ —
Actual returns on plan assets and plan expenses	(83.9)	(317.0)	—	—
Employer contributions	278.0	57.4	—	—
Divestiture	—	(101.8)	—	—
Effect of currency rates	—	(4.4)	—	—

Plan settlement	(1,350.6)	—	—	—
Benefits paid	(153.9)	(155.6)	—	—
Fair value of plan assets at end of fiscal year	\$ 289.1	\$ 1,599.5	\$ —	\$ —

On October 17, 2023, the Company completed a voluntary cash out for 2021 is primarily comprised of revisions to estimates for mortality, termination rates, retirement rates, forms of benefit payment elected, term vested employees and other demographic assumptions based on an updated study of plan experience.

(In millions)	Pension Benefits		Other Postretirement Benefits	
	2022	2021	2022	2021
Change in plan assets:				
Fair value of plan assets at beginning of year	\$ 2,120.9	\$ 2,046.4	\$ —	\$ —
Actual returns on plan assets and plan expenses	(317.0)	233.8	—	—
Employer contributions	57.4	77.3	—	—
Divestiture	(101.8)	—	—	—
Effect of currency rates	(4.4)	(1.6)	—	—
Benefits paid	(155.6)	(235.0)	—	—
Fair value of plan assets at end of year	\$ 1,599.5	\$ 2,120.9	\$ —	\$ —

Pension benefit payments in 2021 include \$70 million for the a large annuity buyout of smaller pension balances in a related to approximately 8,200 U.S. qualified defined benefit pension plan. This action was part plan participants. These actions resulted in a reduction in the benefit obligations and plan assets of ATI's retirement benefit liability management strategy to reduce the overall size of the pension obligation and to lower administrative costs, \$1.35 billion.

Assets (liabilities) recognized in the consolidated balance sheets:	Assets (liabilities) recognized in the consolidated balance sheets:			
	Pension Benefits		Other Postretirement Benefits	
	2022	2021	2022	2021
	Pension Benefits		Other Postretirement Benefits	
	Pension Benefits		Other Postretirement Benefits	
	Pension Benefits		Other Postretirement Benefits	
	Fiscal Year		Fiscal Year	
	2023	2022	2023	2022
Current assets				
Noncurrent assets	\$ 12.5	\$ 25.0	\$ —	\$ —
Current liabilities	(5.7)	(5.7)	(27.8)	(29.2)
Noncurrent liabilities	(225.6)	(415.4)	(184.9)	(258.1)
Total amount recognized	\$ (218.8)	\$ (396.1)	\$ (212.7)	\$ (287.3)

Changes to accumulated other comprehensive loss related to pension and other postretirement benefit plans in 2022 fiscal years 2023 and 2021 2022 were as follows:

	Pension Benefits				Other Postretirement Benefits				Pension Benefits				Other Postretirement Benefits			
Fiscal Year													Fiscal Year			
(In millions)	(In millions)	2022	2021	2022	2021	(In millions)	2023	2022 Revised	2023	2022						
Beginning of year accumulated other comprehensive loss	Beginning of year accumulated other comprehensive loss	\$ (1,376.5)	\$ (1,600.3)	\$ (121.2)	\$ (119.1)											

Amortization of net actuarial loss	Amortization of net actuarial loss	63.5	75.6	13.2	13.9
Amortization of prior service cost (credit)	Amortization of prior service cost (credit)	0.4	0.6	(0.9)	(2.4)
Settlement loss (gain)		29.5	—	—	(21.9)
Settlement loss					
Remeasurements	Remeasurements	101.9	147.6	53.1	8.3
End of year accumulated other comprehensive loss	End of year accumulated other comprehensive loss	\$ (1,181.2)	\$ (1,376.5)	\$ (55.8)	\$ (121.2)
Net change in accumulated other comprehensive loss	Net change in accumulated other comprehensive loss	\$ 195.3	\$ 223.8	\$ 65.4	\$ (2.1)

Amounts included in accumulated other comprehensive loss at December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows:

		Pension Benefits		Other Postretirement Benefits				Pension Benefits				Other Postretirement Benefits			
		Fiscal Year										Fiscal Year			
(In millions)	(In millions)	2022	2021	2022	2021	(In millions)		2023		2022 Revised		2023		2022	
Prior service (cost) credit	Prior service (cost) credit	\$ (8.8)	\$ (9.9)	\$ 2.5	\$ 3.4										
Net actuarial loss	Net actuarial loss	(1,172.4)	(1,366.6)	(58.3)	(124.6)										
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1,181.2)	(1,376.5)	(55.8)	(121.2)										
Deferred tax effect	Deferred tax effect	473.1	507.6	27.8	42.4										
Accumulated other comprehensive loss, net of tax	Accumulated other comprehensive loss, net of tax	\$ (708.1)	\$ (868.9)	\$ (28.0)	\$ (78.8)										

Amounts in accumulated other comprehensive loss presented above do not include any effects of deferred tax asset valuation allowances. See Note 15 for further discussion on deferred tax asset valuation allowances.

Retirement benefit expense for 2023 fiscal year 2024 for defined benefit plans is estimated to be approximately \$74 million \$21 million, comprised of \$58 million \$6 million for pension expense and \$16 million \$15 million of expense for other postretirement benefits. The For other postretirement benefits, the net actuarial loss is recognized in the consolidated statement of operations using a corridor method. Because all of ATI's For both pension plans are inactive, cumulative gains and losses in excess of 10% of the greater of the projected benefit obligation or the market value of plan assets are amortized over the expected average remaining future lifetime of participants, which is approximately 17 years on a weighted average basis. Prior other postretirement benefits, prior service cost (credit) amortization is recognized in level amounts over the expected service of the active membership as of the amendment effective date. Amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost in 2023 fiscal year 2024 are:

		Pension		Other Postretirement				Pension		Other Postretirement			
(In millions)	(In millions)	Benefits	Benefits	Total	(In millions)			Benefits		Benefits			Total
Amortization of prior service cost (credit)	Amortization of prior service cost (credit)	\$ 0.4	\$ (0.9)	\$ (0.5)									
Amortization of net actuarial loss	Amortization of net actuarial loss	57.7	6.0	63.7									

The accumulated benefit obligation for all defined benefit pension plans was \$283.1 million and \$1,716.8 million at December 31, 2023 and \$2,398.0 million at December 31, 2022 and 2021, January 1, 2023, respectively. Additional information for pension plans with accumulated benefit obligations and projected benefit obligations in excess of plan assets:

Cash contributions to ATI's U.S. qualified defined benefit pension plans were \$272 million in fiscal year 2023, \$50 million in fiscal year 2022 and \$67 million in 2021 and \$130 million in 2020, fiscal year 2021. The Company funds the U.S. defined benefit pension plans in accordance with the Employee Retirement Income Security Act of 1974, as amended, and the Internal Revenue Code. As a result of the American Rescue Plan Act (ARPA) enacted in March 2021, the rules governing pension funding calculations changed, and minimum funding requirements were reduced. As a result of these ARPA changes, ATI's prior contributions have generated a credit balance that may be utilized to offset future minimum required contributions. The Company has no required cash contributions to its U.S. qualified defined benefit pension plans plan in 2023, and made a voluntary cash contribution of approximately \$50 million to these plans in early 2023, fiscal year 2024. In addition, for 2023, fiscal year 2024, the Company expects approximately \$6 million of payments for U.S. nonqualified pension benefits.

(In millions)	(In millions)	Other		
		Pension Benefits	Postretirement Benefits	Medicare Part D Subsidy
2023		\$157.5	\$ 27.8	\$ —
Fiscal Year				
Fiscal Year				
Fiscal Year				
2024	2024	155.0	26.0	—
2025	2025	152.3	24.0	—
2026	2026	149.6	22.1	—
2027	2027	146.8	20.4	—
2028-2032		684.0	77.5	—
2028				
2029-2033				

The fair values of the Company's pension plan assets are determined using net asset value (NAV) as a practical expedient, or by information categorized in the fair value hierarchy level based on the inputs used to determine fair value, as further discussed in Note 13. The fair values at **December 31, 2022** **December 31, 2023** were as follows:

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Asset category	Asset category	Total	NAV	(Level 1)	(Level 2)	(Level 3)	Asset category	Total	NAV	(Level 1)	(Level 2)	(Level 3)
Equity securities:	Equity securities:											
U.S. equities	U.S. equities											
U.S. equities	U.S. equities	\$ 363.1	\$ 202.6	\$ 160.5	\$ —	\$ —						
International equities	International equities	299.7	284.8	14.9	—	—						
Fixed income and cash equivalents	Fixed income and cash equivalents	455.4	330.8	13.8	110.8	—						
Private equity	Private equity	224.3	224.3	—	—	—						
Alternative investments-hedge funds, real estate and other	Alternative investments-hedge funds, real estate and other	257.0	257.0	—	—	—						
Total assets	Total assets	\$1,599.5	\$1,299.5	\$ 189.2	\$ 110.8	\$ —						

The fair values of the Company's pension plan assets at **December 31, 2021** **January 1, 2023** were as follows:

	Quoted Prices in Active Markets for Identical Assets						Significant Observable Inputs	Unobservable Inputs	Quoted Prices in Active Markets for Identical Assets			Significant Observable Inputs	Unobservable Inputs
(In millions)	(In millions)							(In millions)		(Level 1)	(Level 2)	(Level 3)	
Asset category	Asset category	Total	NAV	(Level 1)	(Level 2)	(Level 3)	Asset category	Total	NAV	(Level 1)	(Level 2)	(Level 3)	
Equity securities:	Equity securities:												
U.S. equities	U.S. equities												
U.S. equities	U.S. equities	\$ 509.8	\$ 281.4	\$ 228.4	\$ —	\$ —							
International equities	International equities	408.8	396.6	12.2	—	—							
Fixed income and cash equivalents	Fixed income and cash equivalents	707.7	482.3	24.5	200.9	—							
Private equity	Private equity	176.7	176.7	—	—	—							
Alternative investments-hedge funds, real estate and other	Alternative investments-hedge funds, real estate and other	317.9	317.9	—	—	—							
Total assets	Total assets	\$2,120.9	\$1,654.9	\$ 265.1	\$ 200.9	\$ —							

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Investments in U.S. and International equities, and Fixed Income are predominantly held in common/collective trust funds and registered investment companies. Some of these investments are publicly traded securities and are classified as Level 1, while others are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. These investments are not classified in the fair value hierarchy. In addition, some fixed income instruments are investments in debt instruments that are valued using external pricing vendors and are classified within Level 2 of the fair value hierarchy.

Floating interest rate global debt instruments are both domestic and foreign and include first lien debt, second lien debt and structured finance obligations, among others. These instruments are valued using NAV and are not classified in the fair value hierarchy.

Private equity investments include both Direct Funds and Fund-of-Funds. Direct Funds are investments in Limited Partnership (LP) interests. Fund-of-Funds are investments in private equity funds that invest in other private equity funds or LPs. Fair value of these investments is determined utilizing net asset values, and are not classified in the fair value

hierarchy.

Alternative investments include hedge fund and real estate investments that are made as a limited partner in funds managed by a general partner. Fair value of these investments is determined utilizing net asset values, and are not classified in the fair value hierarchy.

For certain investments which have formal financial valuations reported on a one-quarter lag, fair value is determined utilizing net asset values adjusted for subsequent cash flows, estimated financial performance and other significant events.

For 2023, fiscal year 2024, the weighted average expected long-term rate of return on defined benefit pension assets is 6.57% 5.80%. In developing expected long-term rate of return assumptions, the Company evaluated input from its third party pension plan asset managers and actuaries, including reviews of their asset class return expectations and long-term inflation assumptions. An expected long-term rate of return is based on expected asset allocations within ranges for each investment category and projected annual compound returns. The Company's actual, weighted average returns on pension assets for the last five fiscal years have been 2.0% for 2023, (14.5)% for 2022, 12.4% for 2021, 15.2% for 2020, and 15.1% for 2019, and (4.8)% for 2018, 2019.

The plan assets for the ATI Pension Plan (the Plan), the Company's primary remaining U.S. qualified defined benefit pension plan, represent nearly 95% of ATI's total pension plan assets at December 31, 2022. The ATI Pension Plan invests continues to invest in a diversified portfolio consisting of an array of asset classes that attempts to maximize maintain the Plan's funded status while maximizing returns while and minimizing volatility. These asset classes may include U.S. domestic equities, non-U.S. developed market equities, emerging market equities, hedge funds, private equity, traditional fixed income consisting of long government/credit and alternative credit, and real estate. The Company continually monitors the investment results of these asset classes and its fund managers, and explores other potential asset classes for possible future investment.

The ability to redeem investments at year-end are based on the type of investment and the agreements with fund managers. Generally, the Company's fixed income and equity investments are readily redeemable with limited restrictions. The ability to redeem investments in hedge funds can vary significantly. Managers may require longer notice periods and may limit the amount able to be redeemed in a period (e.g., month or quarter) to a percent of the overall investment. Investments in private equity are not redeemable at ATI's option. Distributions are based on the sale of the underlying investments in the fund, subject to the terms in each fund agreement.

The target asset allocations for ATI Pension Plan for 2023, fiscal year 2024, by major investment category, are:

Asset category	Target asset allocation range
Equities	30% 0% - 70% 20%
Fixed income and cash equivalents	15% 50% - 40% 100%
Private equity	0% - 30%
Alternative investments- hedge funds, real estate and other	10% 0% - 30% 40%

As of December 31, 2022 December 31, 2023, the Company's pension plans plan had outstanding commitments to invest up to \$45 million \$7 million in global debt securities \$125 million and \$33 million in private equity investments and \$29 million in real estate investments. These commitments are expected to be satisfied through the reallocation of pension trust assets while maintaining investments within the target asset allocation ranges.

The Company contributes to several multiemployer defined benefit pension plans under collective bargaining agreements that cover certain of its union-represented employees. The risks of participating in such plans are different from the risks of single-employer plans, in the following respects:

- a. Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- b. If a participating employer ceases to contribute to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- c. If the Company ceases to have an obligation to contribute to the multiemployer plan in which it had been a contributing employer, it may be required to pay to the plan an amount based on the underfunded status of the plan and on the history of the Company's participation in the plan prior to the cessation of its obligation to contribute. The amount that an employer that has ceased to have an obligation to contribute to a multiemployer plan is required to pay to the plan is referred to as a withdrawal liability.

A subsidiary of the Company participates in the Steelworkers Western Independent Shops Pension Plan (WISPP) for union-represented employees of the primary titanium operations in Albany, OR, which is funded on an hours-worked basis. Manufacturing operations at this facility have been idled throughout 2021 and most of 2022, with a limited number of employees that participate in the WISPP remaining active in maintenance and other functions. It is at least reasonably possible that significant reductions in, or the elimination of hours-worked contributions due to changes in operating rates at this facility could result in a withdrawal liability assessment in a future period. A complete withdrawal liability is estimated to be approximately \$27 million on an undiscounted basis, based on information for the plan year ended September 30, 2021, which is the most recent information available from the Plan Administrator. If this complete withdrawal liability was incurred, ATI estimates that payments of the obligation would be required on a straight-line basis over a 15-year period.

The Company's participation in multiemployer plans for the fiscal years ended December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020 January 2, 2022 is reported in the following table.

Pension							Expiration Dates of Collective Bargaining Agreements	Pension Protection / Zone Stat (1)
in millions								
Protection Act		FIP / RP Status		Company Contributions				
EIN / Pension Plan Number	Zone Status (1) Fiscal Year	Implemented (2)	Imposed (3)	Surcharge				

Fiscal Year											
Fiscal Year											
Pension Fund	Pension Fund	EIN / Pension Plan Number	2022	2021		2022	2021	2020	Surcharge Imposed (3)	Expiration Dates of Collective Bargaining Agreements	
Pension Fund											
Pension Fund											
Steelworkers Western Independent Shops Pension Plan											
Steelworkers Western Independent Shops Pension Plan											
Steelworkers Western Independent Shops Pension Plan	Steelworkers Western Independent Shops Pension Plan	90-0169564	/ 001	Green	Green	N/A	\$0.1	\$0.1	\$0.7	No	2/28/2025
Boilermakers-Blacksmiths National Pension Trust	Boilermakers-Blacksmiths National Pension Trust	48-6168020	/ 001	Green	Yellow	Yes	2.3	2.0	2.1	No	9/30/2026
IAM National Pension Fund	IAM National Pension Fund	51-6031295	/ 002	Red	Red	Yes	1.9	1.9	2.0	Yes	Various between 2023-2028 (4)
Total contributions	Total contributions						\$4.3	\$4.0	\$4.8		

- (1) The most recent Pension Protection Act Zone Status is based on information provided to ATI and other participating employers by each plan, as certified by the plan's actuary. A plan in the "deep red" zone had been determined to be in "critical and declining status", based on criteria established by the Internal Revenue Code (Code), and is in critical status (as defined by the "red" zone) and is projected to become insolvent (run out of money to pay benefits) within 15 years (or within 20 years if a special rule applies). A plan in the "red" zone had been determined to be in "critical status", based on criteria established by the Code, and is generally less than 65% funded. A plan in the "yellow" zone has been determined to be in "endangered status", based on criteria established under the Code, and is generally less than 80% funded. A plan in the "green" zone has been determined to be neither in "critical status" nor in "endangered status", and is generally at least 80% funded. Additionally, a plan may voluntarily place itself into a rehabilitation plan.

In April 2019, the Company received notification from the IAM National Pension Fund (IAM Fund) that its actuary certified the IAM Fund as "endangered status" for the plan year beginning January 1, 2019, and that the IAM Fund was voluntarily placing itself in "red" zone status and implementing a rehabilitation plan. In April 2020, 2021, 2022, and 2023 the Company received notification from the IAM Fund that it was certified by its actuary as being in "red" zone status for the plan years beginning January 1, 2020, 2021 and 2021, 2022. A contribution surcharge was imposed as of June 1, 2019 in addition to the contribution rate specified in the applicable collective bargaining agreements. The contribution surcharge remains in effect, and ends when an employer begins contributing under a collective bargaining agreement that includes terms consistent with the rehabilitation plan.

In April 2019, the Company received notifications from the Boilermakers-Blacksmiths National Pension Trust (Blacksmiths Trust) that it was certified by its actuary as being in "red" zone status for the plan year beginning January 1, 2019. A rehabilitation plan ~~has been~~ was adopted for the Blacksmiths Trust, and the Company and the Blacksmiths union agreed to adopt the rehabilitation plan in 2019 prior to a contribution surcharge being imposed. In April 2020 and 2021, the funding status improved for the Blacksmiths Trust as it was certified by its actuary as being in the "yellow" zone for the plan years beginning January 1, 2020 and 2021. In April 2022, the funding status further improved to being in the "green" "green" zone for the plan year beginning January 1, 2022.

In April 2023, the Blacksmiths Trust was certified by its actuary as being in "red" zone status for the plan years beginning January 1, 2023. A rehabilitation plan has been adopted for the Blacksmiths Trust, and the Company and the Blacksmiths union agreed to adopt the rehabilitation plan in 2023 prior to a contribution surcharge being imposed.

- (2) The "FIP / RP Status Pending / Implemented" column indicates whether a Funding Improvement Plan, as required under the Code by plans in the "yellow" zone, or a Rehabilitation Plan, as required under the Code to be adopted by plans in the "red" or "deep red" zones, is pending or has been implemented as of the end of the plan year that ended in 2022, 2023.
- (3) The "Surcharge Imposed" column indicates whether ATI's contribution rate for 2022, 2023 included an amount in addition to the contribution rate specified in the applicable collective bargaining agreement, as imposed by a plan in "critical status" or "critical and declining status", in accordance with the requirements of the Code.
- (4) The Company is party to five separate bargaining agreements that require contributions to this plan. Expiration dates of these collective bargaining agreements range between November 13, 2023 April 26, 2024 and July 14, 2028.

Note 15. Accumulated Other Comprehensive Income (Loss)

The changes in AOCI by component, net of tax, for the fiscal years ended **December 31, 2022** **December 31, 2023**, **2021** **January 1, 2023** and **2020** **January 2, 2022** were as follows (in millions):

		Post-retirement benefit plans	Currency translation adjustment	Derivatives	Deferred Tax Asset Valuation Allowance	Total
Balance, December 31, 2019		\$ (1,083.1)	\$ (76.6)	\$ (0.5)	\$ (41.5)	\$ (1,201.7)
	Post-retirement benefit plans Revised					
Balance, January 3, 2021						
Balance, January 3, 2021						
Balance, January 3, 2021						
Cumulative effect of change in accounting principle						
Cumulative effect of change in accounting principle						
Cumulative effect of change in accounting principle						
OCI before reclassifications						
OCI before reclassifications						
OCI before reclassifications		(99.3)	21.1	(2.0)	—	(80.2)
Amounts reclassified from AOCI	Amounts reclassified from AOCI	(a)	(b)	(d)	(e)	
Amounts reclassified from AOCI		62.5	—	4.6	(8.8)	58.3
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	(36.8)	21.1	2.6	(8.8)	(21.9)
Balance, December 31, 2020		(1,119.9)	(55.5)	2.1	(50.3)	(1,223.6)
Net current-period OCI						
Net current-period OCI						
Balance, January 2, 2022						
Balance, January 2, 2022						
Balance, January 2, 2022						
OCI before reclassifications						
OCI before reclassifications						
OCI before reclassifications		118.3	(9.4)	11.7	—	120.6
Amounts reclassified from AOCI	Amounts reclassified from AOCI	(a)	(b)	(d)	(e)	
Amounts reclassified from AOCI		53.9	—	(8.7)	66.1	111.3
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	172.2	(9.4)	3.0	66.1	231.9
Balance, December 31, 2021		(947.7)	(64.9)	5.1	15.8	(991.7)
Net current-period OCI						
Net current-period OCI						
Balance, January 1, 2023						
Balance, January 1, 2023						
Balance, January 1, 2023						
OCI before reclassifications						
OCI before reclassifications						

OCI before reclassifications	OCI before reclassifications	117.9	(25.2)	41.0	—	133.7
Amounts reclassified from AOCI	Amounts reclassified from AOCI	(a) 93.7	(c) 20.0	(d) (32.6)	(e) 51.7	132.8
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	211.6	(5.2)	8.4	51.7	266.5
Balance, December 31, 2022		\$ (736.1)	\$ (70.1)	13.5	\$ 67.5	\$ (725.2)
Net current-period OCI						
Net current-period OCI						
Balance, December 31, 2023						
Balance, December 31, 2023						
Balance, December 31, 2023						
Attributable to noncontrolling interests:	Attributable to noncontrolling interests:					
Balance, December 31, 2019		\$ —	\$ 9.8	\$ —	\$ —	\$ 9.8
Attributable to noncontrolling interests:						
Attributable to noncontrolling interests:						
Balance, January 3, 2021						
Balance, January 3, 2021						
Balance, January 3, 2021						
OCI before reclassifications						
OCI before reclassifications						
OCI before reclassifications	OCI before reclassifications	—	11.4	—	—	11.4
Amounts reclassified from AOCI	Amounts reclassified from AOCI	—	(b) —	—	—	—
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	—	11.4	—	—	11.4
Balance, December 31, 2020		—	21.2	—	—	21.2
Net current-period OCI						
Net current-period OCI						
Balance, January 2, 2022						
Balance, January 2, 2022						
Balance, January 2, 2022						
OCI before reclassifications						
OCI before reclassifications						
OCI before reclassifications	OCI before reclassifications	—	4.8	—	—	4.8
Amounts reclassified from AOCI	Amounts reclassified from AOCI	—	(b) —	—	—	—
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	—	4.8	—	—	4.8
Balance, December 31, 2021		—	26.0	—	—	26.0

Net current-period OCI						
Net current-period OCI						
Balance, January 1, 2023						
Balance, January 1, 2023						
Balance, January 1, 2023						
OCI before reclassifications						
OCI before reclassifications						
OCI before reclassifications	OCI before reclassifications	—	(18.3)	—	—	(18.3)
Amounts reclassified from AOCI	Amounts reclassified from AOCI	—	(b)	—	—	—
Amounts reclassified from AOCI						
Amounts reclassified from AOCI						
Net current-period OCI	Net current-period OCI	—	(18.3)	—	—	(18.3)
Balance, December 31, 2022		\$ —	\$ 7.7	\$ —	\$ —	\$ 7.7
Net current-period OCI						
Net current-period OCI						
Balance, December 31, 2023						
Balance, December 31, 2023						
Balance, December 31, 2023						

- (a) In the fourth quarter of fiscal year 2023, the Company voluntarily changed its method of accounting for recognizing actuarial gains and losses for our defined benefit pension plans. See Note 1 for amounts recognized related to this change. The information within this Note has been revised to reflect the change in accounting principle for current and prior periods.
- (b) Amounts were included in net periodic benefit cost for pension and other postretirement benefit plans (see Note 14) and/or loss on asset sales and sales of businesses, net, as part of the loss on sale of the Sheffield, UK operations (see Note 6).
- (b) (c) No amounts were reclassified to earnings.
- (c) (d) Amounts were included in loss on asset sales and sales of businesses, net, as part of the loss on sale of the Sheffield, UK operations (see Note 6).
- (d) (e) Amounts related to derivatives are included in sales, cost of goods sold or interest expense in the period or periods the hedged item affects earnings (see Note 12).
- (e) Represents the net change in deferred tax asset valuation allowances on changes in AOCI balances between the balance sheet dates. The fiscal year 2021 income tax provision includes \$6.4 million of tax expense for the recognition of a stranded deferred tax balance arising from deferred tax valuation allowances that was associated with certain postretirement medical benefits due to plan termination (see Notes 14 and 17).

Other comprehensive income (loss) amounts (OCI) reported above by category are net of applicable income tax expense (benefit) for each year presented. Income tax expense (benefit) on OCI items is recorded as a change in a deferred tax asset or liability. Amounts recognized in OCI include the impact of any deferred tax asset valuation allowances, when applicable. Foreign currency translation adjustments, including those pertaining to noncontrolling interests, are generally not adjusted for income taxes as they relate to indefinite investments in non-U.S. subsidiaries.

Reclassifications out of AOCI for the fiscal years ended December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020 January 2, 2022 were as follows:

Amount reclassified from AOCI (d)				Amount reclassified from AOCI (d)	
Fiscal year ended					
Fiscal year ended					
Details about AOCI Components (In millions)	Details about AOCI Components (In millions)	December 31, 2022	December 31, 2021	December 31, 2020	Affected line item in the consolidated statement of operations
Postretirement benefit plans					
Details about AOCI Components (In millions)					
Details about AOCI Components (In millions)				December 31, 2023	Affected line item in consolidated statement of operations
				January 1, 2023	
				January 2, 2022	
Postretirement benefit plans					
Revised					

Interest rate swap	Interest rate swap	(0.1) (c)	(1.1) (c)	(1.4) (c)
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	(d)	42.8	(d)	11.4	(d)	Total before tax
<u>(0.6)</u>		<u>(0.6)</u>		<u>10.2</u>		<u>2.7</u>
\$		\$ (1.9)		\$ 32.6		\$ 8.7
	42.8	(d)	11.4	(d)	(6.0) (d)	Total before tax
						Tax provision (benefit) (e)
	<u>10.2</u>		<u>2.7</u>		<u>(1.4)</u>	
	\$ 32.6		\$ 8.7		\$ (4.6)	Net of tax

Note 16. Stockholders' Equity

Authorized preferred stock may be issued in one or more series, with designations, powers and preferences as shall be designated by the Board of Directors. At December 31, 2022 December 31, 2023, there were no shares of preferred stock issued.

Under the ABL facility, there is no limit on dividend declarations or payments provided that the undrawn availability, after giving effect to a particular dividend payment, is at least the greater of \$120 million and 20% of the total facility size, after giving effect to any repayment of term loans, and no event of default under the ABL facility has occurred and is continuing or would result from paying the dividend. In addition, there is no limit on dividend declarations or payments if the undrawn availability is less than the greater of \$120 million and 20% of the total facility size, after giving effect to any repayment of term loans, but more than the greater of \$75 million and 12.5% of the total facility size, after giving effect to any repayment of term loans, if (i) no event of default has occurred and is continuing or would result from paying the dividend, (ii) the Company demonstrates to the administrative agent that, prior to and after giving effect to the payment of the dividend (A) the undrawn availability, as measured both at the time of the dividend payment and as an average for the 60 consecutive day period immediately preceding the dividend payment, is at least the greater of \$75 million and 12.5% of the total facility size, after giving effect to any repayment of term loans, and (B) the Company maintains a fixed charge coverage ratio of at least 1.00:1.00, as calculated in accordance with the terms of the ABL facility.

Share-based Compensation

In May 2022, the Company's stockholders approved the ATI Inc. 2022 Incentive Plan (the "2022 Incentive Plan"). Following adoption, all new share-based compensation awards are being made under the 2022 Incentive Plan. Shares previously remaining available for grant under prior incentive plans, or which become available for award due to the forfeiture or cancellation of prior awards under those prior plans, are available for award under the 2022 Incentive Plan. Outstanding grants previously made under prior incentive plans remain in effect in accordance with relevant terms.

The Company's share-based incentive compensation program consists of both service-based and performance/market-based awards. These awards convey participants the right to receive shares of ATI common stock if the service conditions, and performance or market requirements, of the awards are attained.

Service-based awards:

Restricted share units (RSUs) are rights to receive shares of Company stock when the award vests. The RSUs generally vest over three years based on employment service, with one-third of the award vesting on each of the first, second and third anniversaries of the grant date. RSU awards to non-employee directors vest in one year. No dividends are accumulated or paid on the RSUs. The fair value of the RSU award is measured based on the stock price at the grant date.

Compensation expense related to RSU awards was \$14.5 million in fiscal year 2023, \$13.4 million in fiscal year 2022, and \$14.3 million in 2021, and \$9.6 million in 2020, fiscal year 2021. Approximately \$8.2 million \$8.7 million of unrecognized fair value compensation expense relating to restricted stock units is expected to be recognized through 2025, fiscal year 2026, with \$6.3 million \$6.6 million expected to be recognized in 2023, fiscal year 2024, including estimates of service period forfeitures. Activity under the Company's RSU awards for the fiscal years ended December 31, 2022 December 31, 2023, 2021, January 1, 2023, and 2020 January 2, 2022 was as follows:

Fiscal Year								Fiscal Year										
(Shares in thousands, \$ in millions)	(Shares in thousands, \$ in millions)	2022		2021		2020		(Shares in thousands, \$ in millions)	2023		2022		2021					
		Weighted Average		Weighted Average Grant		Weighted Average Grant							2023	Weighted Average	2022	Weighted Average Grant	2021	Weighted Average Grant
		Number of	Grant Date	Number of	Date Fair	Number of	Date Fair											
		shares/units	Fair Value	shares/units	Value	shares	Value											
Nonvested, beginning of year		1,409	\$ 25.6	929	\$ 17.9	756	\$ 19.6											
Nonvested, beginning of fiscal year																		
Granted	Granted	831	14.8	1,033	17.5	647	10.1											
Vested	Vested	(634)	(12.3)	(505)	(8.9)	(450)	(11.2)											
Forfeited	Forfeited	(127)	(2.1)	(48)	(0.9)	(24)	(0.6)											
Nonvested, end of year		1,479	\$ 26.0	1,409	\$ 25.6	929	\$ 17.9											
Nonvested, end of fiscal year																		

Performance condition awards:

The Company awarded performance share units (PSUs) with performance requirements through fiscal year 2020. These PSU award opportunities, the last of which vested at the conclusion of its applicable three-year performance period on **December 31, 2022** **January 1, 2023**, were determined at a target number of units, and the number of shares awarded was based on attainment of two ATI financial performance metrics. PSU awards through fiscal year 2020 are accounted for as performance condition plans with service vesting requirements, with compensation expense during the performance period recognized based on estimates of attaining the performance criteria, including estimated forfeitures. The metrics for PSU awards granted through 2018 measured (1) net income attributable to ATI and (2) return on invested capital, over a three-year performance period. The metrics for PSU awards granted in fiscal years 2019 and 2020 measured (1) net income attributable to ATI and (2) return on capital employed, over a three-year performance period with a threshold attainment of 25% and a maximum attainment of 200% of the target financial performance metrics and target share units, measured over the applicable three-year performance period. For certain senior executives, the number of PSUs to be awarded based on the performance criteria was modified up or down by up to 20% based on the Company's relative total shareholder return (TSR) over the performance measurement period ("TSR Modifier"), but not above the maximum number of PSUs to be vested. The TSR Modifier measured the return of the Company's stock price (including assumed dividend reinvestment, if any) at the end of the performance period as compared to the stock prices (including assumed dividend reinvestment, if any) of a group of industry peers. The fair value of the PSU award was measured based on the stock price at the grant date, including the effect of the TSR Modifier. The fair value of the TSR Modifier was determined by using Monte Carlo simulations of stock price correlation, projected dividend yields and other variables over a three-year time horizon matching the TSR performance measurement period. Expense recognition varied with the level of performance achieved.

Market condition awards:

The Company awarded PSUs with market requirements in fiscal years 2021, 2022 and 2022. The 2021 and 2022 2023. These PSU award opportunities are determined at a target number of share units, and the number of shares awarded is based on TSR, representing the measured return of the Company's stock price (including assumed dividend reinvestment, if any) at the end of the three year period as compared to the stock prices (including assumed dividend reinvestment, if any) of a group of industry peers. The fiscal year 2021, 2022 and 2022 2023 PSU awards are accounted for as a market condition plan with service vesting requirements, with expense recognized over the service period without regard to the level of TSR attainment or shares awarded. The actual number of shares awarded at the end of the measurement period may range from a minimum of zero to a maximum of two times target. For the fiscal year 2021 and 2022 awards, TSR is determined over eight distinct quarterly periods as measured from January 1 of the grant year of the award through the end of each quarterly period starting with the first quarter ending in the second year following the grant of the award. For the 2023 awards, TSR is determined over four distinct quarterly periods as measured from January 1 of the grant year of the award through the end of each quarterly period starting with the first quarter ending in the third year following the grant of the award; earned payouts from each TSR measurement period are averaged to determine the final payout at the conclusion of the three-year period. The fair value for this award was determined by using Monte Carlo simulations of stock price correlation, projected dividend yields and other variables over the three-year time horizon matching the TSR measurement period.

In fiscal year 2022, the Company awarded a new one-time grant of PSUs with market requirements, called the Breakout Performance Award (BPA). In fiscal year 2023, 46,046 additional share units under the fiscal year 2022 BPA were awarded to new members of senior management and 4,807 shares were issued due to retirement vesting. The BPA has a target number of share units, and the number of shares awarded is based on the absolute return on the Company's stock during a four-year measurement period. The service vesting requirements of the BPA award are four years for one half of the award and five years for the remaining half. The BPA award is accounted for as a market condition plan with service vesting requirements, with expense recognized over the service periods without regard to the level of absolute return attainment or shares awarded. The actual number of BPA shares awarded at the end of the measurement period may range from a minimum of zero to a maximum of three times target. The fair value for this award was determined by using Monte Carlo simulations of stock price correlation, projected dividend yields and other variables over the four-year time horizon matching the BPA measurement period.

At **December 31, 2022** **December 31, 2023**, a maximum of **5.2 million** **4.8 million** shares have been reserved for issuance for all PSU awards. The Company recognized **\$14.6 million**, **\$12.6 million** and **\$6.8 million** of compensation expense in fiscal years 2023, 2022 and 2021, respectively, for all PSU awards, and compensation income of **\$6.7 million** in 2020 due to decreased financial performance attainment estimates, which required reversal of previously-recognized expense. awards. Forfeited share units in 2020, fiscal years

2023, 2022 and 2021 were 19,863, 159,298, and 2022 were 50,050, 71,801, and 159,298, respectively, with a weighted average grant date fair value of \$1.4 million \$0.5 million, \$1.7 million \$3.4 million, and \$3.4 million \$1.7 million, respectively.

The fair value of each PSU award, the target share units awarded and projected future compensation expense to be recognized for these awards, including actual and estimated forfeitures at December 31, 2022 December 31, 2023 was as follows:

(Shares in thousands, \$ in millions)					
PSU Award Performance Period	Award Fair Value	December 31, 2022 Unrecognized		Compensation Expense Expected to be	
		Compensation Expense		Recognized in the next 12 months	
					Target Share Units
2020-2022	\$ 13.5	\$ —	\$ —		674
2021-2023	\$ 9.3		3.1	3.1	459
2022-2024	\$ 11.0		8.9	3.9	494
2022-2025 BPA	\$ 18.5		12.1	3.3	811
Total		\$ 24.1	\$ 10.3		

(Shares in thousands, \$ in millions)					
PSU Award Performance Period	Award Fair Value	December 31, 2023 Unrecognized		Compensation Expense Expected to be	
		Compensation Expense		Recognized in the next 12 months	
					Target Share Units
Fiscal Year 2021-2023	\$ 9.3	\$ —	\$ —		459
Fiscal Year 2022-2024	\$ 11.0	3.9	3.9		494
Fiscal Year 2023-2025	\$ 12.6	8.9	4.2		330
Fiscal Year 2022-2025 BPA	\$ 20.3	11.0	4.4		857
Total		\$ 23.8	\$ 12.5		

At December 31, 2022 In fiscal year 2023, the fiscal year 2021 PSU awards vested with TSR attainment of 198.5%, resulting in the issuance of 848,194 shares in the first quarter of fiscal year 2024. In fiscal year 2022, the fiscal year 2020 PSU awards vested with financial performance attainment between threshold and target and at 0% for the TSR Modifier, resulting in the issuance of 182,628 shares in the first quarter of fiscal year 2023. At December 31, 2021, In fiscal year 2021, the fiscal year 2019 PSU awards vested with financial performance attainment between threshold and target and at -20% for the TSR Modifier, resulting in the issuance of 103,621 shares in the first quarter of fiscal year 2022. At December 31, 2020, the 2018 PSU awards vested between threshold and target attainment, and at -10% for the TSR Modifier, resulting in 301,170 shares being issued in early 2021.

Note 17. Income Taxes

Income (loss) before income taxes for the Company's U.S. and non-U.S. operations was as follows:

Fiscal Year					Fiscal Year		
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022 Revised
U.S.	U.S.	\$230.6	\$(42.1)	\$(1,505.4)			
Non-U.S.	Non-U.S.	(68.6)	52.7	23.5			
Income (loss) before income taxes		\$162.0	\$ 10.6	\$(1,481.9)			
Income before income taxes							

The income tax provision (benefit) was as follows:

Fiscal Year					Fiscal Year		
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022
Current:	Current:						
Federal	Federal						
Federal	Federal	\$ 5.0	\$ 0.7	\$ 0.6			
State	State	3.7	(0.3)	(1.1)			

Foreign	Foreign	10.0	9.4	6.7
Total	Total	18.7	9.8	6.2
Deferred:	Deferred:			
Federal	Federal	(3.3)	18.6	26.6
Federal				
Federal				
State	State	0.2	(0.9)	47.1
Foreign	Foreign	(0.1)	(0.7)	(2.2)
Total	Total	(3.2)	17.0	71.5
Income tax provision		\$15.5	\$26.8	\$77.7
Income tax provision (benefit)				

The following is a reconciliation of income taxes computed at the statutory U.S. Federal income tax rate to the actual effective income tax provision (benefit):

Fiscal Year					Fiscal Year			
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022 Revised	2021 Revised
Taxes computed at the federal rate	Taxes computed at the federal rate	\$34.0	\$ 2.2	\$(311.2)				
Goodwill	Goodwill	—	2.6	50.4				
State and local income taxes, net of federal tax benefit	State and local income taxes, net of federal tax benefit	2.9	0.4	(0.2)				
Valuation allowance	Valuation allowance	(50.0)	17.6	335.5				
Repatriation of foreign earnings (GILTI)	Repatriation of foreign earnings (GILTI)	—	2.0	0.2				
Divestiture	Divestiture	29.1	—	—				
Recognition of stranded deferred tax balance	Recognition of stranded deferred tax balance	—	3.9	—				
Foreign earnings taxed at different rate	Foreign earnings taxed at different rate	3.2	3.0	1.7				
Withholding taxes	Withholding taxes	2.6	3.4	2.1				
Preferential tax rate	Preferential tax rate	(4.9)	(6.2)	(4.6)				
Other	Other	(1.4)	(2.1)	3.8				
Income tax provision		\$15.5	\$26.8	\$ 77.7				
Income tax provision (benefit)								

The Company's income tax expense has been impacted by the effects of valuation allowances on federal and state deferred tax assets for fiscal years 2020 2021 through 2022 2023. The Company recognizes deferred tax assets to the extent it believes these deferred tax assets are more likely than not to be realized. Valuation allowances are

established when it is estimated that it is more likely than not the tax benefit of the deferred tax asset will not be realized. In making such determination, the Company considers all available evidence, both positive and negative, regarding the estimated future reversals of existing taxable temporary differences, estimated future taxable income exclusive of reversing temporary differences and carryforwards, historical taxable income in prior carryback periods if carryback is permitted, and potential tax planning strategies which may be employed to prevent an operating loss or tax credit carryforward from expiring unused. The verifiable evidence such as future reversals of existing temporary differences and the ability to carryback are considered before the subjective sources such as estimated future taxable income exclusive of temporary differences and tax planning strategies. In situations where a three-year cumulative loss position exists, the ability to consider projections of future results as positive evidence to assess the realizability of deferred tax assets is subjective. If the Company determines that it would not be able to realize its deferred tax assets in the future in excess of their recorded net amount, an adjustment to the deferred tax asset valuation allowance would result.

In Since fiscal year 2020, ATI's U.S. operations returned to were in a three-year cumulative loss position, limiting the ability to utilize future projections as verifiable sources of income when analyzing the need for a valuation allowance. The consolidated income tax provision for This cumulative loss continued until fiscal year 2020 included 2023 when ATI exited the three-year cumulative loss position and the Company concluded it was appropriate to consider future projections as a \$335.5 million increase to source of income when analyzing the deferred tax asset need for a valuation allowance based on an analysis of the expected more likely than not realization of deferred tax assets and liabilities within applicable expiration periods, primarily on U.S. federal and state tax attributes. allowance.

In 2021, fiscal year 2023, ATI incurred recorded a tax expense benefit associated with the valuation allowance due to the postretirement medical benefit settlement gain along with current year income for the U.S. operations plus permanent adjustments (goodwill and Global Intangible Low-Taxed Income (GILTI)) being a loss. The overall balance of \$140.3 million additional benefit was recorded related to the valuation allowance decreased release associated with ATI's ability to utilize projections for future income.

Revised fiscal years 2022 and 2021 results reflect the voluntary change, as discussed in total mainly due Note 1, in the method of accounting for recognizing actuarial gains and losses for defined benefit pension plans whereby gains or losses from the remeasurement of the projected benefit obligation and plan assets for these pension plans are immediately recognized in earnings. These gains and losses were historically recognized in AOCI which included a full valuation allowance offset in AOCI. Overall, the underlying liability associated with pension did not change with this accounting policy change, therefore the deferred tax asset did not change for each year, only the reclassification of taxes recorded changed from AOCI on the consolidated balance sheet to the overall change consolidated statement of operations. Given the full valuation allowance offset, there was no impact to earnings from this reclassification in AOCI associated with the Company's retirement benefit plans. prior years.

In fiscal year 2022, ATI recorded a tax benefit associated with the valuation allowance due to the current year income for the U.S. operations. As a result of the current year income, ATI utilized net operating loss carryovers which in turn resulted in a release of the corresponding valuation allowance on the operating loss deferred tax assets.

The provision for income taxes for the fiscal year ended December 31, 2022 January 1, 2023, is mainly attributable to the Company's foreign operations and state income tax expense associated with states that limit net operating loss utilization. On May 12, 2022, the Company sold its Sheffield, UK operations which resulted in a pre-tax loss of \$141.0 million \$112.2 million (see Note 6 for further explanation) for which the benefit was disallowed for tax purposes, resulting in a \$29.1 million \$23.0 million tax expense impact as shown in the effective tax rate reconciliation table above.

In fiscal year 2021, ATI incurred tax expense associated with the valuation allowance due to the postretirement medical benefit settlement gain along with the U.S. operations plus permanent adjustments (goodwill and Global Intangible Low-Taxed Income (GILTI)) being a loss.

The provision for income taxes for the fiscal year ended December 31, 2021 January 2, 2022 is mainly attributable to the \$15.5 million in discrete tax effects related to the postretirement medical benefits settlement gain discussed in Note 14, in accordance with ATI's accounting policy for recognizing deferred tax amounts stranded in accumulated other comprehensive income (loss) (AOCI). AOCI. This \$15.5 million is presented within two lines in the above table, \$11.6 million within valuation allowance and \$3.9 million on the recognition of stranded deferred tax balance line which represents the difference between current and historical tax rates in AOCI. The \$11.6 million has two components: \$5.2 million of additional required valuation allowance on ATI's net deferred tax assets following the reduction of deferred tax liabilities in AOCI associated with the recognition of the AOCI portion of the retirement benefit settlement gain of \$21.9 million, and \$6.4 million of "trapped" valuation allowances remaining in AOCI from prior periods that are now recognized upon extinguishment of the retirement benefit plan (see Notes 14 and 15).

In fiscal year 2021, the Company allocated \$12.2 million of the goodwill from ATI's Forged Products reporting unit to the sale of Flowform Products (see Note 6 for further explanation) which was non-deductible for tax purposes, resulting in a \$2.6 million expense included as a reconciling item in the table above.

In 2020, the Company recorded a \$287.0 million pre-tax charge for goodwill impairment (see Note 5 for additional information) which included a portion that was non-deductible for tax purposes, resulting in a \$50.4 million expense included as a reconciling item in the table above.

The Company also maintained valuation allowances on deferred tax amounts recorded in AOCI in fiscal years 2023, 2022 and 2021 and 2020 of \$67.5 million \$24.1 million, \$15.8 million \$23.9 million, and \$50.3 million \$5.1 million, respectively, which are not reflected in the preceding table reconciling amounts recognized in the income tax provision (benefit) recorded in the statement of operations (see Note 15).

Additionally, the Tax Cuts and Jobs Act (Tax Act) requires a current year inclusion in U.S. federal taxable income of certain earnings of controlled foreign corporations, commonly referred to as GILTI. In fiscal years 2023 and 2021, the amount of GILTI represents a full inclusion due to ATI's net operating loss utilization and inability to utilize GILTI credits when taxable income is zero. In fiscal year 2022, due to the loss on the sale of the Sheffield operations, there is no current year inclusion. In 2021, GILTI represents an unfavorable tax rate item of \$2.0 million which is primarily related to the Company's income associated with the PRS joint venture operations in China. The impact in 2020 related to GILTI is minimal due to the global COVID-19 pandemic. The Company has elected to recognize GILTI liabilities as an element of income tax expense in the period incurred.

In the fourth quarter of fiscal year 2021, the Company was granted a preferential tax rate related to the PRS joint venture operations in China for tax years 2021 through 2023. The preferential tax rate is 15%, compared to the statutory rate of 25%. The Company must re-apply for As of December 31, 2023, the High Tech-New Enterprise status every three years to be eligible for the preferential rate. This same preferential tax rate was has expired, and the Company will prospectively utilize the 25% statutory tax rate pending a ruling by the Chinese government on a new preferential rate tax application which will be filed in effect for tax years 2018 through 2020, 2024.

Deferred income taxes result from temporary differences in the recognition of income and expense for financial and income tax reporting purposes, and differences between the fair value of assets acquired in business combinations accounted for as purchases for financial reporting purposes and their corresponding tax bases. Deferred income taxes represent future tax benefits or costs to be recognized when those temporary differences reverse. The categories of assets and liabilities that have resulted in differences in the timing of the recognition of income and expense at December 31, 2022 December 31, 2023 and 2021 January 1, 2023 were as follows:

Fiscal Year				Fiscal Year	
(In millions)	(In millions)	2022	2021	(In millions)	
Deferred income tax assets	Deferred income tax assets			2023	2022
Net operating loss tax carryovers	Net operating loss tax carryovers				
Net operating loss tax carryovers	Net operating loss tax carryovers	\$184.1	\$298.7		
Pensions	Pensions	51.7	94.3		
Postretirement benefits other than pensions	Postretirement benefits other than pensions	51.5	69.8		
Tax credits	Tax credits	42.0	40.2		
Research and development					
Inventory valuation					
Other items	Other items	95.6	103.9		
Gross deferred income tax assets	Gross deferred income tax assets	424.9	606.9		
Valuation allowance for deferred tax assets	Valuation allowance for deferred tax assets	(266.9)	(431.0)		
Total deferred income tax assets	Total deferred income tax assets	158.0	175.9		
Deferred income tax liabilities	Deferred income tax liabilities				
Bases of property, plant and equipment		122.2	114.0		
Basis of property, plant and equipment					
Basis of property, plant and equipment					
Basis of property, plant and equipment					
Inventory valuation	Inventory valuation	17.1	32.5		
Bases of amortizable intangible assets		9.0	18.0		
Basis of amortizable intangible assets					
Other items	Other items	23.0	24.7		
Total deferred tax liabilities	Total deferred tax liabilities	171.3	189.2		
Net deferred tax liability		\$ (13.3)	\$ (13.3)		
Net deferred tax asset (liability)					

Changes in the valuation allowance for deferred tax assets in 2022 fiscal year 2023 in the above table compared to 2021 fiscal year 2022 include the following:

- \$50 198.8 million of valuation allowance recorded as income tax benefit and included in the reconciliation of the current year income tax provision; provision and \$7.8 million of a benefit related to current year activity is recorded on the state and local income tax line within the rate reconciliation above.

- **reductions** Reductions in the valuation allowance related to the benefit in AOCI of **\$51.7 million** **\$0.2 million** (as discussed in Note 15).
- **\$13.6 million removal** In fiscal year 2023, the deferred tax liability related to inventory changed from a deferred tax liability to a deferred tax asset. This change is related to the recognition of **valuation allowance** the deferred tax liability associated with the **sale of accounting policy change** from the **Sheffield operations**.
- **\$43.4 million** related to the presentation of state taxes and certain adjustments that have a direct valuation allowance offset, resulting in no net tax expense or benefit. Due to the change in future tax rates in Pennsylvania, **LIFO inventory cost method** adopted by the Company recorded an overall decrease in deferred during the fourth quarter of fiscal year 2021, which for tax assets and liabilities which resulted in an offsetting removal of the valuation allowance. purposes is recognized over four years versus one year for book purposes.

As part of the Tax Act in 2017, a limitation on deductible interest expense was created, which limits deductible interest expense to 30% of adjusted taxable income, as defined in the Tax Act, for various periods. The Company is not limited in its deductible interest expense for 2022 and is utilizing part of the carryover amount associated with the 2021 disallowance of interest expense. A deferred tax asset associated with the carryover limitation is within the "other items" asset category above at December 31, 2022 and December 31, 2021.

The following summarizes the carryforward periods for the tax attributes related to NOLs and credits by jurisdiction.

(\$ in millions, U.S. and U.K. NOL amounts are pre-tax and all other items are after-tax)						

Income taxes paid and amounts received as refunds were as follows:

(In millions)

	2022	2021	2020
Income taxes paid	\$ 18.9	\$ 14.2	\$ 7.8
Income tax refunds received	(0.4)	(0.6)	(2.5)
Income taxes paid, net	\$ 18.5	\$ 13.6	\$ 5.3

In general, the Company is responsible for filing consolidated U.S. federal, foreign and combined, unitary or separate state income tax returns. The Company is responsible for paying the taxes relating to such returns, including any subsequent adjustments resulting from the redetermination of such tax liability by the applicable taxing authorities.

(In millions)

	Fiscal Year		
	2023	2022	2021
Income taxes paid	\$ 16.7	\$ 18.9	\$ 14.2
Income tax refunds received	(0.9)	(0.4)	(0.6)

Income taxes paid, net	\$	15.8	\$	18.5	\$	13.6
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Deferred taxes of \$5.3 million \$7.7 million have been recorded for foreign withholding taxes on earnings expected to be repatriated to the U.S. The Company does not intend to distribute previously taxed earnings resulting from the one-time transition tax under the Tax Act, and has not recorded any deferred taxes related to such amounts. The remaining excess of the amount for financial reporting over the tax basis of investments in foreign subsidiaries is indefinitely reinvested, and the determination of any deferred tax liability on this amount is not practicable.

Uncertain tax positions are recorded using a two-step process based on (1) determining whether it is more-likely-than-not the tax positions will be sustained on the basis of the technical merits of the position and (2) for those positions that meet the more-likely-than-not recognition threshold, the Company records the largest amount of the tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The changes in the liability for unrecognized income tax benefits for the fiscal years ended December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020 January 2, 2022 were as follows:

Fiscal Year					Fiscal Year		
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022
Balance at beginning of year		\$14.2	\$15.2	\$14.4			
Balance at beginning of fiscal year							
Increases in prior period tax positions							
Decreases in prior period tax positions		(3.3)	—	—			
Increases in current period tax positions		—	0.3	2.7			
Expiration of the statute of limitations		(1.8)	(1.3)	(1.9)			
Balance at end of year		\$ 9.1	\$14.2	\$15.2			
Balance at end of fiscal year							

For fiscal years ended December 31, 2022 December 31, 2023, 2021 January 1, 2023 and 2020, January 2, 2022, the liability includes \$7.8 million \$7.2 million, \$12.3 million \$7.8 million and \$13.0 million \$12.3 million, respectively, of unrecognized tax benefits that are classified within deferred income taxes as a reduction of NOL carryforwards and other tax attributes. The total estimated unrecognized tax benefit that, if recognized, would affect ATI's effective tax rate is approximately \$1 million \$1.7 million. At this time, the Company believes that it is reasonably possible that approximately \$1.4 million \$0.5 million of the estimated unrecognized tax benefits as of December 31, 2022 December 31, 2023 will be recognized within the next twelve months based on the expiration of statutory review periods.

The Company recognizes accrued interest and penalties related to uncertain tax positions as income tax expense. The amounts accrued for interest and penalty charges for the fiscal years ended December 31, 2022, 2023, 2022 and 2021 and 2020 were not significant. At December 31, 2022 December 31, 2023 and 2021, January 1, 2023, the accrued liabilities for interest and penalties related to unrecognized tax benefits were \$1.4 million \$1.3 million and \$1.9 million \$1.4 million, respectively.

The Company, and/or one of its subsidiaries, files income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. A summary of tax years that remain subject to examination, by major tax jurisdiction, is as follows:

<u>Jurisdiction</u>	Earliest Year Open to Examination
U.S. Federal	2020
States:	
Pennsylvania	2019 2020
Foreign:	
China	2019 2020
Poland	2016 2017
United Kingdom	2020 2021

Note 18. Business Segments

The Company operates under two business segments: High Performance Materials & Components (HPMC) and Advanced Alloys & Solutions (AA&S).

HPMC is comprised of the Specialty Materials and Forged Products businesses, as well as the ATI Europe distribution operations. Approximately 80% 85% of its revenue is derived from the aerospace & defense markets including nearly 60% of its revenue from products for commercial jet engines. Other major HPMC end markets include medical and energy. HPMC produces a wide range of high performance materials, components, and advanced metallic powder alloys. These are made from nickel-based alloys and superalloys, titanium and titanium-based alloys, and a variety of other specialty materials. Capabilities range from cast/wrought and powder alloy development to final production of highly engineered finished components, including those used for next-generation jet engine forgings and 3D-printed aerospace products.

The AA&S segment includes the Specialty Alloys & Components business, the Specialty Rolled Products business, the 60%-owned STAL PRS joint venture, and the Uniti and A&T Stainless 50%-owned joint ventures that are reported in AA&S segment results under the equity method of accounting. See Note 7 for further information on the Company's joint ventures. AA&S is focused on delivering high-value flat products primarily to the energy, aerospace, and defense markets, which comprise approximately 50% over 60% of its revenue. Other important end markets for AA&S include automotive electronics, medical and electronics. automotive. AA&S produces nickel-based alloys, titanium and titanium-based alloys, and specialty alloys in a variety of forms including plate, sheet, and strip products. On December 2, 2020, the Company announced a strategic repositioning of its SRP business, which includes exiting production of lower-margin standard stainless sheet products, streamlining the production footprint of the AA&S segment and making certain capital investments to increase its focus on higher-margin products and its aerospace & defense end markets. See Note 19 for further discussion of this strategic realignment and its associated long-lived asset impairments, restructuring and other charges recorded in the fourth quarter of 2020.

The measure of segment EBITDA categorically excludes income taxes, depreciation and amortization, corporate expenses, net interest expense, closed operations and other expenses, charges for goodwill and asset impairments, restructuring and other charges, strike related costs, pension remeasurement gains/losses, debt extinguishment charges and gains or losses on asset sales and sales of businesses. Management believes segment EBITDA, as defined, provides an appropriate measure of controllable operating results at the business segment level.

Intersegment sales are generally recorded at full cost or market. Common services are allocated on the basis of estimated utilization.

Fiscal Year					Fiscal Year				
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021	
Total sales:	Total sales:								
High Performance Materials & Components									
High Performance Materials & Components									
High Performance Materials & Components									
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Advanced Alloys & Solutions	Advanced Alloys & Solutions	238.9	117.7	130.0
Total intersegment sales	Total intersegment sales	413.4	210.9	200.8
Sales to external customers:	Sales to external customers:			
High Performance Materials & Components	High Performance Materials & Components	1,641.2	1,155.1	1,164.6

High Performance Materials & Components

High Performance Materials & Components

Advanced Alloys & Solutions	Advanced Alloys & Solutions	2,194.8	1,644.7	1,817.5
Total sales to external customers	Total sales to external customers	\$3,836.0	\$2,799.8	\$2,982.1

Total international sales were \$1,922.9 million in fiscal year 2023, \$1,617.4 million in fiscal year 2022, and \$1,264.9 million in 2021, and \$1,173.0 million in 2020, fiscal year 2021. Of these amounts, sales by operations in the United States to customers in other countries were \$1,498.7 million in fiscal year 2023, \$1,217.9 million in fiscal year 2022, and \$846.3 million in 2021, and \$812.3 million in 2020, fiscal year 2021.

Fiscal Year					Fiscal Year			
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022 Revised	2021 Revised
EBITDA:	EBITDA:							
High Performance Materials & Components	High Performance Materials & Components							
High Performance Materials & Components	High Performance Materials & Components							
High Performance Materials & Components	High Performance Materials & Components	\$296.0	\$159.9	\$ 129.6				
Advanced Alloys & Solutions	Advanced Alloys & Solutions	327.8	191.7	115.0				
Total segment EBITDA	Total segment EBITDA	623.8	351.6	244.6				
Corporate expenses	Corporate expenses	(62.4)	(55.9)	(40.9)				
Closed operations and other expenses	Closed operations and other expenses	(12.1)	(4.8)	(7.4)				
Closed operations and other income (expenses)	Closed operations and other income (expenses)							
Depreciation & amortization	Depreciation & amortization	(142.9)	(143.9)	(143.3)				
Interest expense, net	Interest expense, net	(87.4)	(96.9)	(94.4)				
Restructuring and other credits (charges) (See Note 19)	Restructuring and other credits (charges) (See Note 19)	(23.7)	10.5	(1,132.1)				

Strike related costs	Strike related costs	—	(63.2)	—
Retirement benefit settlement gain (See Note 14)		—	64.9	—
Impairment of goodwill (See Note 5)		—	—	(287.0)
Joint venture restructuring credit (charge) (See Note 7)		0.9	—	(2.4)
Retirement benefit settlement gain (loss) (See Note 14)				
Pension remeasurement gain (loss) (See Note 14)				
Joint venture restructuring credit (See Note 7)				
Debt extinguishment charge (See Note 10)	Debt extinguishment charge (See Note 10)	—	(65.5)	(21.5)
Gain (loss) on asset sales and sale of business, net	Gain (loss) on asset sales and sale of business, net	(134.2)	13.8	2.5
Income (loss) before income taxes		\$162.0	\$ 10.6	\$(1,481.9)
Income before income taxes				

Beginning in 2020, the U.S. government enacted various relief packages in response to the COVID-19 pandemic. Results for the fiscal year ended **December 31, 2022** January 1, 2023 include \$34 million related to this government sponsored COVID relief in segment EBITDA. HPMC segment results for **fiscal year** 2022 include \$27 million of benefits from the AMJP Program and employee retention credits, and AA&S segment results for **fiscal year** 2022 include \$7 million in employee retention credits.

Corporate expenses are primarily classified as selling and administrative expenses in the consolidated statement of operations, and consist of salaries and benefits, incentive compensation, facility leases and other costs of ATI's corporate functions. **Corporate expenses in 2022 reflect business transformation initiatives and higher incentive compensation costs compared to the prior year periods.**

Closed operations and other expenses are primarily presented in selling and administrative expenses in the consolidated statements of operations. These items included costs at closed facilities, including legal matters, environmental, real estate and other facility costs, and changes in foreign currency remeasurement impacts primarily related to ATI's European Treasury Center operation. Closed operations and other expenses in 2022 primarily relate to unfavorable foreign currency remeasurement impacts primarily related to **ATI's European Treasury Center operation** **fiscal year 2023 reflect higher retirement benefit expense** and higher **legal insurance** costs **for closed facilities associated with an outstanding insurance claim involving our captive insurance company** compared to prior year periods.

Depreciation expense in fiscal year 2023 includes \$3.8 million of accelerated depreciation of fixed assets related to the restructuring of our European operations and the closure of our Robinson, PA operations.

During the fiscal year ended **December 31, 2021** January 2, 2022, the Company recorded \$63.2 million in strike related costs, of which \$59.7 million were excluded from AA&S segment EBITDA and \$3.5 million were excluded from HPMC segment EBITDA. These items primarily consisted of overhead costs recognized in the period due to below-normal operating rates, higher costs for outside conversion activities, and ongoing benefit costs for striking employees.

Loss on asset sales and sales of businesses for fiscal year 2023 is related to a \$0.6 million loss on the sale of the Company's Northbrook, IL operations, for which no proceeds were received but \$0.3 million of transaction costs were paid and reported as an investing activity on the consolidated statement of cash flows. Gain (loss) on asset sales and sales of businesses, net, for **fiscal year** 2022 relate to a **\$141.0 million** **\$112.2 million** loss on the sale of the Company's Sheffield, UK operations, partially offset by a \$6.8 million gain from the sale of assets from the Pico Rivera, CA operations. The \$13.8 million **net gain** on asset sales in **fiscal year** 2021 consists of a gain on the sale of the Company's Flowform Products business. See Note 6 for further explanation regarding the sale of business transactions in **fiscal years** 2022 and 2021. **The \$2.5 million net gain on asset sales in 2020 consists of a gain on the sale of certain oil and gas rights (see Note 9).**

Certain additional information regarding the Company's business segments is presented below:

Fiscal Year					Fiscal Year			
(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Depreciation and amortization:	Depreciation and amortization:							
High Performance Materials & Components	High Performance Materials & Components							
High Performance Materials & Components	High Performance Materials & Components							
High Performance Materials & Components	High Performance Materials & Components	\$ 68.3	\$ 75.0	\$ 78.1				
Advanced Alloys & Solutions	Advanced Alloys & Solutions	67.4	64.5	62.1				
Other	Other	7.2	4.4	3.1				
Total depreciation and amortization	Total depreciation and amortization	\$142.9	\$143.9	\$143.3				
Capital expenditures:	Capital expenditures:							
High Performance Materials & Components	High Performance Materials & Components	\$ 33.3	\$ 40.2	\$ 83.1				
High Performance Materials & Components	High Performance Materials & Components							
High Performance Materials & Components	High Performance Materials & Components							
Advanced Alloys & Solutions	Advanced Alloys & Solutions	89.6	110.6	45.9				
Corporate	Corporate	8.0	1.8	7.5				
Total capital expenditures	Total capital expenditures	\$130.9	\$152.6	\$136.5				
Fiscal Year					Fiscal Year			
Identifiable assets:	Identifiable assets:	2022	2021	2020	Identifiable assets:	2023	2022	2021
High Performance Materials & Components	High Performance Materials & Components	\$1,749.3	\$1,624.8	\$1,594.6				
Advanced Alloys & Solutions	Advanced Alloys & Solutions	1,981.1	1,914.0	1,664.0				
Corporate:	Corporate:							
Deferred Taxes	Deferred Taxes	4.7	6.3	5.1				
Deferred Taxes	Deferred Taxes							
Cash and cash equivalents and other	Cash and cash equivalents and other	710.5	740.1	771.2				
Total assets	Total assets	\$4,445.6	\$4,285.2	\$4,034.9				

- \$7.2 million of other charges for inventory valuation reserves, classified in cost of sales on the consolidated statement of operations, primarily related to excess raw material and work in process inventory at the idled Albany, OR primary titanium facility.

Restructuring reserves for severance cost activity is as follows:

		Severance and Employee Benefit Costs		
		December 31, 2022	December 31, 2021	December 31, 2020
Beginning of year balance		\$ 17.7	\$ 43.4	\$ 4.5

		Severance and Employee Benefit Costs		Severance and Employee Benefit Costs	
		December 31, 2023	December 31, 2023	January 1, 2023	January 2, 2022
Beginning of fiscal year balance					
Additions/(Adjustments)	Additions/(Adjustments)	(4.8)	(12.0)	60.5	
Payments	Payments	(3.1)	(13.7)	(21.6)	
End of year balance		\$ 9.8	\$ 17.7	\$ 43.4	
End of fiscal year balance					

Of this \$15.2 million restructuring reserve balance at December 31, 2023, \$10.9 million is recorded in other current liabilities and \$4.3 million is recorded in other long-term liabilities on the December 31, 2023 consolidated balance sheet. Of this \$9.8 million restructuring reserve balance at December 31, 2022 January 1, 2023, \$5.4 million is recorded in other current liabilities and \$4.4 million is recorded in other long-term liabilities on the December 31, 2022 consolidated balance sheet. Of this \$17.7 million restructuring reserve balance at December 31, 2021, \$11.4 million is recorded in other current liabilities and \$6.3 million is recorded in other long-term liabilities on the December 31, 2021 January 1, 2023 consolidated balance sheet.

Note 20. Per Share Information

The following table sets forth the computation of basic and diluted net income (loss) per common share:

(In millions, except per share amounts)

For the Years Ended December 31,		2022	2021	2020
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		Fiscal Year		Fiscal Year	
		2023	2023	2022 Revised	2021 Revised
Numerator:	Numerator:				
Numerator for basic net income (loss) per common share -					
Net income (loss) attributable to ATI		\$ 130.9	\$(38.2)	\$(1,572.6)	
Numerator for basic net income per common share -					
Numerator for basic net income per common share -					
Numerator for basic net income per common share -					
Net income attributable to ATI					
Net income attributable to ATI					
Net income attributable to ATI					
Effect of dilutive securities:	Effect of dilutive securities:				
4.75% Convertible Senior Notes due 2022	4.75% Convertible Senior Notes due 2022	2.2	—	—	
4.75% Convertible Senior Notes due 2022					

4.75% Convertible Senior Notes due 2022				
3.5% Convertible Senior Notes due 2025	3.5% Convertible Senior Notes due 2025	11.3	—	—
Numerator for diluted net income (loss) per common share -				
Net income (loss) attributable to ATI after assumed conversions				
		\$ 144.4	\$(38.2)	\$(1,572.6)
Numerator for diluted net income per common share -				
Net income attributable to ATI after assumed conversions				
Net income attributable to ATI after assumed conversions				
Net income attributable to ATI after assumed conversions				
Denominator:	Denominator:			
Denominator for basic net income (loss) per common share—weighted average shares				
		127.5	127.1	126.5
Denominator for basic net income per common share—weighted average shares				
Denominator for basic net income per common share—weighted average shares				
Denominator for basic net income per common share—weighted average shares				
Effect of dilutive securities:	Effect of dilutive securities:			
Share-based compensation				
Share-based compensation				
Share-based compensation	Share-based compensation	2.1	—	—
4.75% Convertible Senior Notes due 2022	4.75% Convertible Senior Notes due 2022	2.8	—	—
3.5% Convertible Senior Notes due 2025	3.5% Convertible Senior Notes due 2025	18.8	—	—
Denominator for diluted net income (loss) per common share—adjusted weighted average shares and assumed conversions				
		151.2	127.1	126.5
Basic net income (loss) attributable to ATI per common share				
		\$ 1.03	\$(0.30)	\$ (12.43)
Diluted net income (loss) attributable to ATI per common share				
		\$ 0.96	\$(0.30)	\$ (12.43)

Denominator for
diluted net
income per
common share—
adjusted
weighted average
shares and
assumed
conversions

Basic net income
attributable to ATI
per common
share

Diluted net
income
attributable to ATI
per common
share

Common stock that would be issuable upon the assumed conversion of the 2025 Convertible Notes, and the 2022 Convertible Notes prior to their maturity, and other option equivalents and contingently issuable shares are excluded from the computation of contingently issuable shares, and therefore, from the denominator for diluted earnings per share, if the effect of inclusion is anti-dilutive. The 2022 Convertible Notes were converted as of June 30, 2022 (see Note 10 for further explanation). There were no anti-dilutive shares for 2022. There were 25.6 million fiscal years 2023, 2022 and 22.8 million anti-dilutive shares for 2021 2021.

In February 2022 and 2020, respectively.

On February 2, 2022, April 2023, the Company's Board of Directors authorized the repurchase of up to \$150 million and \$75 million, respectively, of ATI stock. In fiscal year 2023, ATI used \$85.2 million to repurchase 2.0 million shares of its common stock under both programs. In fiscal year 2022, ATI used \$139.9 million to repurchase 5.2 million shares of its common stock under the \$150 million program. In addition, in November 2023, the Company's Board of Directors authorized the repurchase of an additional \$150 million of ATI stock. Effective January 2, 2023, the Company's share repurchases are subject to a 1% excise tax as a result of the Inflation Reduction Act of 2022. Excise taxes incurred in fiscal year 2023 on share repurchases represent direct costs of the repurchase and are recorded as part of the cost basis of the shares within treasury stock. The cost of share repurchases for fiscal year 2023 of \$85.8 million differs from the repurchases of common stock amounts in the consolidated statements of cash flows due to these excise taxes. Repurchases under the program these programs were or may be made in the open market or in privately negotiated transactions, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases are structured to occur within the pricing and volume requirements of SEC Rule 10b-18. The Company's ongoing stock repurchase program does programs do not obligate the Company to repurchase any specific number of shares and it may be modified, suspended, or terminated at any time by the

Company's Board of Directors without prior notice. In 2022, ATI used \$139.9 million to repurchase 5.2 million shares of its common stock under this program.

Note 21. Commitments and Contingencies

Future minimum rental commitments under leases are disclosed in Note 11. Commitments for expenditures on property, plant and equipment at December 31, 2022 December 31, 2023 were approximately \$39.9 million \$86.1 million.

The Company is subject to various domestic and international environmental laws and regulations that govern the discharge of pollutants and disposal of wastes, and which may require that it investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. The Company could incur substantial cleanup costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims as a result of violations or liabilities under these laws or noncompliance with environmental permits required at its facilities. The Company is currently involved in the investigation and remediation of a number of its current and former sites, as well as third party sites.

Environmental liabilities are recorded when the Company's liability is probable and the costs are reasonably estimable. In many cases, however, the Company is not able to determine whether it is liable or, if liability is probable, to reasonably estimate the loss or range of loss. Estimates of the Company's liability remain subject to additional uncertainties, including the nature and extent of site contamination, available remediation alternatives, the extent of corrective actions that may be required, and the number, participation, and financial condition of other potentially responsible parties (PRPs). The Company adjusts its accruals to reflect new information as appropriate. Future adjustments could have a material adverse effect on the Company's consolidated results of operations in a given period, but the Company cannot reliably predict the amounts of such future adjustments.

At December 31, 2022 December 31, 2023, the Company's reserves for environmental remediation obligations totaled approximately \$13 million, of which \$5 million \$7 million was included in other current liabilities. The reserve includes estimated probable future costs of \$3 million for federal Superfund and comparable state-managed sites; \$8 million \$7 million for formerly owned or operated sites for which the Company has remediation or indemnification obligations; and \$2 million for owned or controlled sites at which Company operations have been or plan to be discontinued, discontinued; and \$1 million for sites utilized by the Company in its ongoing operations. The Company continues to evaluate whether it may be able to recover a portion of future costs for environmental liabilities from third parties and to pursue such recoveries where appropriate.

Based on currently available information, it is reasonably possible that the costs for active matters may exceed the Company's recorded reserves by as much as \$15 million \$17 million. Future investigation or remediation activities may result in the discovery of additional hazardous materials, potentially higher levels of contamination than discovered during prior investigation, and may impact costs associated with the success or lack thereof in remedial solutions. Therefore, future developments, administrative actions or liabilities relating to environmental matters could have a material adverse effect on the Company's consolidated financial condition or results of operations.

The timing of expenditures depends on a number of factors that vary by site. The Company expects that it will expend present accruals over many years and that remediation of all sites with which it has been identified will be completed within thirty years.

A number of other lawsuits, claims and proceedings have been or may be asserted against the Company relating to the conduct of its currently and formerly owned businesses, including those pertaining to product liability, environmental, health and safety matters and occupational disease (including as each relates to alleged asbestos exposure), as well as patent infringement, commercial, government contracting, construction, employment, employee and retiree benefits, taxes, environmental, and stockholder and corporate governance matters. While the outcome of litigation cannot be predicted with certainty, and some of these lawsuits, claims or proceedings may be determined adversely to the Company, management does not believe that the disposition of any such pending matters is likely to have a material adverse effect on the Company's financial condition or liquidity, although the resolution in any reporting period of one or more of these matters could have a material adverse effect on the Company's consolidated results of operations for that period.

ATI Titanium LLC (ATI Titanium), a subsidiary of ATI Inc., was party to a lawsuit captioned US Magnesium, LLC v. ATI Titanium LLC (Case No. 2:17-cv-00923-DB) and filed in federal district court in Salt Lake City, UT, pertaining to a Supply and Operating Agreement between US Magnesium LLC (USM) and ATI Titanium entered into in 2006 (the Supply Agreement). In 2016, ATI Titanium notified USM that it would suspend performance under the Supply Agreement in reliance on certain terms and conditions included in the Supply Agreement. USM subsequently filed a claim challenging ATI Titanium's right to suspend performance under the Supply Agreement. ATI Titanium and USM reached a litigation settlement in fiscal year 2022 for \$28.5 million, which is reported within other (nonoperating) expense on the consolidated statement of operations and was paid in the fiscal year ended **December 31, 2022** **January 1, 2023**.

Note 22. Quarterly Financial Data (Unaudited)

The following selected quarterly operating results for each quarter of fiscal years 2023 and 2022 have been revised to reflect the voluntary change in accounting method as described in Note 1.

Quarterly financial data for fiscal years 2023 and 2022 was as follows:

(In millions except share and per share amounts)	Quarter Ended			
	April 2, 2023	July 2, 2023	October 1, 2023	December 31, 2023
Fiscal Year 2023 -				
Sales	\$ 1,038.1	\$ 1,046.0	\$ 1,025.6	\$ 1,064.0
Operating income	112.6	120.3	125.2	108.3
Net income	86.6	93.5	94.1	149.2
Net income attributable to ATI	84.5	90.4	90.2	145.7
Basic income attributable to ATI per common share*	\$ 0.66	\$ 0.70	\$ 0.70	\$ 1.15
Diluted income attributable to ATI per common share*	\$ 0.58	\$ 0.62	\$ 0.62	\$ 0.99
	Quarter Ended			
	April 3, 2022	July 3, 2022	October 2, 2022	January 1, 2023
Fiscal Year 2022-				
Sales	\$ 834.1	\$ 959.5	\$ 1,032.0	\$ 1,010.4
Operating income	77.0	17.2	113.2	108.7
Net income	51.2	10.4	80.2	197.3
Net income attributable to ATI	46.9	6.7	76.9	193.0
Basic income attributable to ATI per common share*	\$ 0.37	\$ 0.05	\$ 0.59	\$ 1.49
Diluted income attributable to ATI per common share*	\$ 0.33	\$ 0.05	\$ 0.53	\$ 1.30

* The sum of quarterly earnings per share may not equal the annual earnings per share due to changes in the weighted-average shares between periods and the dilutive effect of dilutive share equivalents.

The comparability of the Company's quarterly financial results during fiscal years 2023 and 2022 was impacted by certain items, as follows:

First quarter of fiscal year 2023 results include a \$1.2 million pre-tax (\$1.1 million, net of tax) charge for costs to restart the Company's titanium operations in Albany, OR.

Second quarter of fiscal year 2023 results include pre-tax charges totaling \$10.6 million (\$10.2 million, net of tax), which include \$4.5 million for start-up costs, \$2.7 million of severance-related restructuring charges, \$2.8 million primarily for asset write-offs related to the closure of our Robinson, PA operation, and \$0.6 million for the loss on the sale of the Company's Northbrook, IL operation.

Third quarter of fiscal year 2023 results include pre-tax net charges totaling \$4.2 million (\$4.0 million, net of tax), which include \$2.8 million for start-up costs and \$1.9 million of costs associated with an unplanned outage at the Company's Lockport, NY melt facility, partially offset by a \$0.5 million credit for restructuring charges, primarily related to lowered severance-related reserves based on changes in planned operating rates and revised workforce reduction estimates.

Fourth quarter of fiscal year 2023 results include net pre-tax charges totaling \$88.3 million (\$84.7 million, net of tax), which include \$3.0 million for start-up costs, \$5.5 million of severance-related restructuring charges, \$11.3 million for inventory and asset write-offs related to the restructuring of the Company's European operations, \$26.8 million for a pension plan remeasurement loss, and \$41.7 million for a pension plan settlement loss. Fourth quarter of fiscal year 2023 results also include a \$140.3 million discrete tax benefit

primarily related to the reversal of a portion of deferred tax valuation allowances due to exiting the three-year cumulative loss condition for U.S. Federal and state jurisdictions at fiscal year-end 2023.

First quarter of fiscal year 2022 results include net pre-tax net charges totaling \$25.8 million (\$25.8 million, net of tax), which include an \$8.6 million litigation reserve for the case of US Magnesium, LLC v. ATI Titanium LLC and a \$25.1 million partial loss on the sale of the Company's Sheffield, UK operations, partially offset by a \$1.1 million credit for restructuring charges, primarily related to lowered severance-related reserves based on changes in planned operating rates and revised workforce reduction estimates and a \$6.8 million gain on the sale of the Company's Pico Rivera, CA operations.

Second quarter of fiscal year 2022 results include net pre-tax net charges totaling \$85.8 million (\$85.9 million, net of tax), which include an \$87.1 million loss on the sale of our Sheffield, UK operations, which was completed in the second quarter of fiscal year 2022, partially offset by a \$1.3 million credit for restructuring charges, primarily related to lowered severance-related reserves based on changes in planned operating rates and revised workforce reduction estimates.

Third quarter of fiscal year 2022 results include pre-tax net charges totaling \$17.3 million (\$16.3 million, net of tax), which include a \$19.9 million litigation reserve, partially offset by a \$2.6 million credit for restructuring charges, primarily related to lowered severance-related reserves based on changes in planned operating rates and revised workforce reduction estimates.

Fourth quarter of fiscal year 2022 results include a \$100.3 million pre-tax and net of tax pension plan remeasurement gain.

Below reflects the quarterly impact of the change in accounting principle on our quarterly financial data presented:

(dollars in millions, except per share data)	As Computed Under Previous		As Reported Under New Policy		Effect of Accounting
	Policy				Change
Three months ended April 2, 2023					
Net income	\$	72.2	\$	86.6	\$ 14.4
Net income attributable to ATI	\$	70.1	\$	84.5	\$ 14.4
Basic income attributable to ATI per common share*	\$	0.55	\$	0.66	\$ 0.11
Diluted income attributable to ATI per common share*	\$	0.48	\$	0.58	\$ 0.10
Three months ended July 2, 2023					
Net income	\$	79.1	\$	93.5	\$ 14.4
Net income attributable to ATI	\$	76.0	\$	90.4	\$ 14.4
Basic income attributable to ATI per common share*	\$	0.59	\$	0.70	\$ 0.11
Diluted income attributable to ATI per common share*	\$	0.52	\$	0.62	\$ 0.10
Three months ended October 1, 2023					
Net income	\$	79.6	\$	94.1	\$ 14.5
Net income attributable to ATI	\$	75.7	\$	90.2	\$ 14.5
Basic income attributable to ATI per common share*	\$	0.59	\$	0.70	\$ 0.11
Diluted income attributable to ATI per common share*	\$	0.52	\$	0.62	\$ 0.10
Three months ended December 31, 2023					
Net income (loss)	\$	(550.1)	\$	149.2	\$ 699.3
Net income (loss) attributable to ATI	\$	(553.6)	\$	145.7	\$ 699.3
Basic income (loss) attributable to ATI per common share*	\$	(4.35)	\$	1.15	\$ 5.50
Diluted income (loss) attributable to ATI per common share*	\$	(4.35)	\$	0.99	\$ 5.34

(dollars in millions, except per share data)	As Computed Under Previous		As Reported Under New Policy		Effect of Accounting
	Policy				Change
Three months ended April 3, 2022					
Net income	\$	35.2	\$	51.2	\$ 16.0
Net income attributable to ATI	\$	30.9	\$	46.9	\$ 16.0
Basic income attributable to ATI per common share*	\$	0.24	\$	0.37	\$ 0.13
Diluted income attributable to ATI per common share*	\$	0.23	\$	0.33	\$ 0.10

Three months ended July 3, 2022

Operating income (loss)	\$	(11.6)	\$	17.2	\$	28.8
Net income (loss)	\$	(34.3)	\$	10.4	\$	44.7
Net income (loss) attributable to ATI	\$	(38.0)	\$	6.7	\$	44.7
Basic income (loss) attributable to ATI per common share*	\$	(0.31)	\$	0.05	\$	0.36
Diluted income (loss) attributable to ATI per common share*	\$	(0.31)	\$	0.05	\$	0.36

Three months ended October 2, 2022

Net income	\$	64.4	\$	80.2	\$	15.8
Net income attributable to ATI	\$	61.1	\$	76.9	\$	15.8
Basic income attributable to ATI per common share*	\$	0.47	\$	0.59	\$	0.12
Diluted income attributable to ATI per common share*	\$	0.42	\$	0.53	\$	0.11

Three months ended January 1, 2023

Net income	\$	81.2	\$	197.3	\$	116.1
Net income attributable to ATI	\$	76.9	\$	193.0	\$	116.1
Basic income attributable to ATI per common share*	\$	0.60	\$	1.49	\$	0.89
Diluted income attributable to ATI per common share*	\$	0.53	\$	1.30	\$	0.77

* The sum of quarterly earnings per share may not equal the annual earnings per share due to changes in the weighted-average shares between periods and the dilutive effect of dilutive share equivalents.

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

Not applicable.

Item 9A. Controls and Procedures**(a) Evaluation of Disclosure Controls and Procedures.**

In accordance with Securities Exchange Act Rules 13-1-15(e) and 15d-15(e), our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of **December 31, 2022** **December 31, 2023**.

(b) Management's Report on Internal Control over Financial Reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, 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 and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

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

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. 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.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO) in Internal Control-Integrated Framework.

Based on that assessment, the Chief Executive Officer and Chief Financial Officer concluded as of **December 31, 2022** **December 31, 2023**, the Company's internal control over financial reporting was effective based on those criteria.

The Company's independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report issued an attestation report on effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**.

(c) **Changes to Internal Control over Financial Reporting.**

There were no changes to our internal control over financial reporting that occurred during the **fiscal** quarter ended **December 31, 2022** **December 31, 2023** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Certifications

The certifications of the Company's Chief Executive Officer and Chief Financial Officer required by the Sarbanes-Oxley Act are included as Exhibits 31 and 32 to this Annual Report on Form 10-K. In addition, in **2022**, **fiscal year 2023**, the Company's Chief Executive Officer provided to the New York Stock Exchange the annual CEO certification pursuant to Section 303A regarding the Company's compliance with the New York Stock Exchange's corporate governance listing standards.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of ATI Inc.

Opinion on Internal Control **over Over Financial Reporting**

We have audited ATI Inc. and **Subsidiaries** **subsidiaries** internal control over financial reporting as of **December 31, 2022** **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, ATI Inc. and **Subsidiaries** **subsidiaries** (the Company) maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **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, 2022** **December 31, 2023** and **2021**, **January 1, 2023**, the related consolidated statements of operations, comprehensive income (loss), cash flows and statements of changes in consolidated equity for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, and the related notes and our report dated **February 24, 2023** **February 23, 2024** expressed an unqualified opinion thereon.

Basis for Opinion

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

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP
Pittsburgh, Pennsylvania
February **24, 2023** **23, 2024**

Item 9B. Other Information

Not applicable.

Rule 10b5-1 Plan Elections

During the quarterly period ended December 31, 2023, Timothy J. Harris entered into a pre-arranged stock trading plan on November 14, 2023, which provides for the potential sale of up to 12,650 shares of the Company's Common Stock between February 12, 2024 and November 8, 2024.

This trading plan was entered into during an open insider trading window and is intended to satisfy the affirmative defense criteria articulated by Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, as well as the Company's policies and procedures pertaining to transactions in Company securities.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors and Executive Officers of the Registrant

The information concerning our directors required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Our Corporate Governance" and "Election of Directors" and the information concerning our executive officers required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Members of ATI's Executive Management," in the ATI Proxy Statement for the 2023 2024 Annual Meeting of Stockholders (the "2023 2024 Proxy Statement"), which will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the fiscal year. Information concerning the Audit and Risk Committee and its financial expert required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Our Corporate Governance-Board Information- Board Committees" in the 2023 2024 Proxy Statement.

ATI has adopted *Corporate Guidelines for Business Conduct and Ethics* that apply to all employees including its principal executive officer or principal financial and accounting officer, or persons performing similar functions. The *Corporate Guidelines for Business Conduct and Ethics* as well as the charters for the Company's Audit and Risk, Nominating and Governance, Personnel and Compensation, and Technology Committees, as well as periodic and current reports filed with the SEC, are available through the Company's website at <http://www.atimaterials.com> and are available in print free of charge to any shareholder upon request. To obtain a copy, contact the Corporate Secretary, ATI Inc., 2021 McKinney Avenue, Dallas, Texas 75201 (telephone: 800-289-7454). The Company intends to post on its website any waiver from or amendment to the guidelines that apply to the Company's Principal Executive Officer or Principal Financial and Accounting Officer (or persons performing similar functions) that relate to elements of the code of ethics identified by the Securities and Exchange Commission in Item 406(b) of Regulation S-K.

Item 11. Executive Compensation

Information required by this item is incorporated by reference to "Our Corporate Governance- Director Compensation," "Executive Compensation" and "Compensation Committee Interlocks and Insider Participation" as set forth in the 2023 2024 Proxy Statement.

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

Information relating to the ownership of equity securities by certain beneficial owners and management is incorporated by reference to "Stock Ownership Information" as set forth in the 2023 2024 Proxy Statement.

Equity Compensation Plan Information

Information about our equity compensation plans at December 31, 2022 December 31, 2023 was as follows:

(a)		(a)					
(In thousands, except per share amounts)		(In thousands, except per share amounts)					
(In thousands, except per share amounts)	(In thousands, except per share amounts)	Number of Shares to be Issued Upon Exercise of Options, Warrants and Rights (1)	Weighted Average Exercise Price of Options, Warrants and Rights (2)	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (3) (excluding securities reflected in column (a))	Number of Shares to be Issued Upon Exercise of Options, Warrants and Rights (1)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (2)	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (3) (excluding securities reflected in column (a))
Equity Compensation Plans Approved by Shareholders	Equity Compensation Plans Approved by Shareholders	\$ 7,529	\$ —	\$ 4,569			
Equity Compensation Plans Not Approved by Shareholders	Equity Compensation Plans Not Approved by Shareholders	—	—	—			
Total	Total	7,529	\$ —	\$ 4,569			

- (1) Includes stock-settled equity awards previously granted under the ATI Inc. 2022 Incentive Plan (the “2022 Incentive Plan”) and prior incentive plans. Amounts reflected for performance share unit awards represent the maximum number of shares that could be awarded at the conclusion of the applicable performance cycle.
- (2) Outstanding stock-settled awards are not included in this calculation.
- (3) Represents shares available for issuance under the 2022 Incentive Plan (which provides for the issuance of stock options, stock appreciation rights, restricted shares, restricted stock units, performance and other stock-based awards). See Note 16. Stockholders' Equity for a discussion of the Company's stock-based compensation plans.

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

Information required by this item is incorporated by reference to “Related Party Transactions” and “Our Corporate Governance- Board Information- Board Composition and Independence” as set forth in the 2023 2024 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Information required by this item is incorporated by reference to “Ratification of Selection of Independent Auditors” as set forth in the 2023 2024 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statements and Financial Statement Schedules

(a) Financial Statements, Financial Statement Schedules and Exhibits:

(1) Financial Statements

The following consolidated financial statements and report are filed as part of this report under Item 8 – “Financial Statements and Supplementary Data”:

[Report of Ernst & Young LLP, Independent Registered Public Accounting Firm](#)

[Consolidated Statements of Operations — Years Fiscal Years Ended December 31, 2022 3, January 1, 2021 3, and January 2, 2020 2](#)

[Consolidated Statements of Comprehensive Income \(Loss\) — Years Fiscal Years Ended December 31, 2022 3, January 1, 2021 3 and January 2, 2020 22](#)

[Consolidated Balance Sheets at December 31, 2022 3 and 2021 January 1, 2023](#)

[Consolidated Statements of Cash Flows — Years Fiscal Years Ended December 31, 2022 3, January 1, 2021 3, and 2020 January 2, 2022](#)

[Statements of Changes in Consolidated Equity — Fiscal Years Ended December 31, 2022 3, January 1, 2021 3, and 2020 January 2, 2022](#)

[Notes to Consolidated Financial Statements](#)

The report of ATI's independent registered public accounting firm (PCAOB ID: 42) with respect to the above-referenced financial statements and their report on internal control over financial reporting are included in Item 8 and Item 9A of this Form 10-K. Their consent appears as Exhibit 23.1 of this Form 10-K.

(2) Financial Statement Schedules

All schedules set forth in the applicable accounting regulations of the Securities and Exchange Commission either are not required under the related instructions or are not applicable and, therefore, have been omitted.

(3) Exhibits

Exhibits required to be filed by Item 601 of Regulation S-K are listed below. Documents not designated as being incorporated herein by reference are filed herewith. The paragraph numbers correspond to the exhibit numbers designated in Item 601 of Regulation S-K.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Incorporation of Allegheny Technologies Incorporated, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-12001)).
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated June 22, 2022 (File No. 1-12001)).
3.3	Fourth Amended and Restated Bylaws of ATI Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated June 22, 2022 (File No. 1-12001)).
4.1	Indenture dated as of December 15, 1995 between Allegheny Ludlum Corporation and The Chase Manhattan Bank (National Association), as trustee, relating to Allegheny Ludlum Corporation's 6.95% Debentures due 2025 (incorporated by reference to Exhibit 4(a) to Allegheny Ludlum Corporation's Report on Form 10-K for the year ended December 31, 1995 (File No. 1-9498)).
4.2	First Supplemental Indenture by and among Allegheny Technologies Incorporated, Allegheny Ludlum Corporation and The Chase Manhattan Bank (National Association), as Trustee, dated as of August 15, 1996 (incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K dated August 21, 1996 (File No. 1-12001)).
4.3	Supplemental Indenture, dated as of December 22, 2011, among Allegheny Ludlum Corporation, ALC Merger, LLC, and The Bank of New York Mellon (as successor to The Chase Manhattan Bank (National Association)), as Trustee (incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 1-12001)).
4.4	Indenture, dated June 1, 2009, between Allegheny Technologies Incorporated and The Bank of New Your Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated June 3, 2009 (File No. 1-2001)).
4.5	Form of 5.875% Senior Note due 2027 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated November 22, 2019 (File No. 1-12001)).
4.6	Sixth Supplemental Indenture, dated November 19, 2019, between Allegheny Technologies Incorporated and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated November 22, 2019 (File No. 1-12001)).
4.7	Indenture, dated June 22, 2020, by and between the Company The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated June 22, 2020 (File No. 1-12001)).
4.8	Form of 3.50% Convertible Senior Note due 2025 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated June 22, 2020 (File No. 1-12001)).
4.9	Indenture, dated as of September 9, 2021 September 14, 2021, by and between Allegheny Technologies Incorporated and Computershare Trust Company, N.A., as successor Trustee to Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated September 14, 2021 (File No. 1-12001)).
4.10	First Supplemental Indenture, dated as of September 9, 2021, by and between Allegheny Technologies Incorporated and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated September 14, 2021 (File No. 1-12001)).
4.11	Form of 4.875% Senior Note due 2029 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated September 14, 2021 (File No. 1-12001)).

Exhibit No.	Description
4.12	Form of 5.125% Senior Note due 2031 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated September 14, 2021 (File No. 1-12001)).
4.13	Second Supplemental Indenture, dated August 11, 2023, between ATI Inc. and Computershare Trust Company, as Trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated August 11, 2023) (File No. 1-12001)).
4.14	Form of 7.25% Senior Notes due 2030 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated August 11, 2023) (File No. 1-12001)).
4.15	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.13 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 1-12001)).
10.1	Allegheny Technologies Incorporated Fee Continuation Plan for Non-Employee Directors, as amended (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 1-12001)).*
10.2	Allegheny Technologies Incorporated Benefit Restoration Plan, as amended (incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-12001)).*
10.3	Amendment to the Allegheny Technologies Incorporated Pension Plan effective January 1, 2003 (incorporated by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-12001)).*

Exhibit No.	Description
10.4	Form of Change in Control Severance Agreement (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 10, 2019 (File No. 1-12001)).*
10.5	Allegheny Technologies Incorporated Defined Contribution Restoration Plan, as amended and restated as of January 1, 2015 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 1-12001)).*
10.6	Allegheny Technologies Incorporated 2020 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement filed on March 24, 2020 (File No. 1-12001)).*
10.7	Form of Time-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 1-12001)).*
10.8	Form of Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 1-12001)).
10.9	Addendum to Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10-1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (File No. 1-12001)).*
10.10	Form of Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10-15 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 1-12001)).*
10.11	ATI Inc. 2022 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement filed on March 25, 2022 (File No. 1-12001)).
10.12	Form of 2023 Time-Vested Restricted Stock Unit Agreement (Filed herewith) (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022 (File No. 1-12001)).*
10.13	Form of 2023 Performance-Vested Restricted Stock Unit Agreement (Filed herewith) (incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022 (File No. 1-12001)).*
10.14	Consulting Form of 2024 Time-Vested Restricted Stock Unit Agreement (filed herewith)*
10.15	Form of 2024 Performance-Vested Restricted Stock Unit Agreement (filed herewith)*
10.16	Executive Severance Benefit Plan (filed herewith)*
10.17	Retirement, Transition and Release Agreement, dated February 28, 2021 as of January 8, 2024, by and between Allegheny Technologies Incorporated the Company and John D. Sims Elliot S. Davis (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 2, 2021 (File No. 1-12002)).*
10.15	Retirement, Transition and Release Agreement, dated as of October 12, 2022, by and between the Company and Kevin B. Kramer (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated October 14, 2022 January 10, 2024 (File No. 1-12002)).*
10.16 10.18	First Amended and Restated Revolving Credit, Term Loan, Delayed Draw Term Loan and Security Agreement, dated as of September 30, 2019, by and among the borrowers party thereto, the Company and other guarantors party thereto, the lenders party thereto, and PNC Bank, National Association, as Lender and Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 (File No. 1-12001)).

10.17 Exhibit

No.	Description
10.19	Amendment No. 2, dated as of September 9, 2022, to First Amended and Restated Revolving Credit Term Loan, Delayed Draw Term Loan and Security Agreement, dated as of September 30, 2019, by and among the borrowers party thereto, the Company and other guarantors party thereto, the lenders party thereto, and PNC Bank, National Association, as Lender and Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 June 30, 2023 (File No. 1-12001).
10.18 10.20	Form of Capped Call Confirmation (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 22, 2020 (File No. 1-12001)).
18.1	Preferability Letter (filed herewith).
21.1	Subsidiaries of the Registrant (filed herewith).
23.1	Consent of Ernst & Young LLP (filed herewith).
31.1	Certification of Chief Executive Officer required by Securities and Exchange Commission Rule 13a-14(a) or 15d-14(a) (filed herewith).
31.2	Certification of Principal Financial Officer required by Securities and Exchange Commission Rule 13a-14(a) or 15d-14(a) (filed herewith).
32.1	Certification pursuant to 18 U.S.C. Section 1350 (filed herewith).
97.1	ATI Inc. Executive Compensation Recovery Policy (filed herewith).
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.

Exhibit

No.	Description
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

* Management contract or compensatory plan or arrangement required to be filed as an Exhibit to this Report.

Certain instruments defining the rights of holders of long-term debt of the Company and its subsidiaries have been omitted from the Exhibits in accordance with Item 601(b)(4)(iii) of Regulation S-K. A copy of any omitted document will be furnished to the Commission upon request.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

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

ATI INC.

Date: February 24, 2023 23, 2024

By

/s/ Robert S. Wetherbee

Robert S. Wetherbee

Board Chair **President** and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and as of the 24th 23rd day of February, 2023, 2024.

<div>/s/ Robert S. Wetherbee</div> <div>Robert S. Wetherbee</div> <div>Board Chair President and Chief Executive Officer</div> <div>(Principal Executive Officer)</div>	<div>/s/ Donald P. Newman</div> <div>Donald P. Newman</div> <div>Executive Vice President, Finance and Chief Financial Officer</div> <div>(Principal Financial and Accounting Officer)</div>
<div>/s/ Leroy M. Ball</div> <div>Leroy M. Ball</div> <div>Director</div>	<div>/s/ J. Brett Harvey</div> <div>J. Brett Harvey</div> <div>Director</div>
<div>/s/ Herbert J. Carlisle</div> <div>Herbert J. Carlisle</div> <div>Director</div>	<div>/s/ David P. Hess</div> <div>David P. Hess</div> <div>Director</div>
<div>/s/ Carolyn Corvi</div> <div>Carolyn Corvi</div> <div>Director</div>	<div>/s/ Marianne Kah</div> <div>Marianne Kah</div> <div>Director</div>
<div>/s/ James C. Diggs</div> <div>James C. Diggs</div> <div>Director</div>	<div>/s/ David J. Morehouse</div> <div>David J. Morehouse</div> <div>Director</div>
<div>/s/ Kimberly A. Fields</div> <div>Kimberly A. Fields</div> <div>Director</div>	<div>/s/ Ruby Sharma</div> <div>Ruby Sharma</div> <div>Director</div>

96 109

Exhibit 10.12 10.14

Form of 2023 2024 Time-Vested Restricted Stock Unit Agreement

This Time-Vested Restricted Stock Unit Agreement (“Agreement”) is made as of the ___ day of January, 2023 2024 (the “Grant Date”) by and between ATI Inc., a Delaware company (the “Company”), and #ParticipantName+C# (the “Participant”).

WHEREAS, the Company sponsors and maintains the Allegheny Technologies Incorporated 2022 Incentive Plan (the “Incentive Plan”);

WHEREAS, the Company desires to encourage the Participant to remain an employee of the Company and, during such employment, to contribute substantially to the financial performance of the Company;

WHEREAS, to provide that incentive, the Company awarded the Participant the number of restricted stock units (singular “RSU” and plural “RSUs”) shown below, related to the common stock of the Company, \$0.10 par value per share (“Common Stock”), subject to the terms and conditions of this Agreement, including the restrictive covenants, set forth herein;

WHEREAS, the RSUs are subject to the Participant’s ongoing employment by the Company on each applicable vesting date, except as otherwise provided herein;

WHEREAS, the Company and the Participant desire to evidence the award of the RSUs, and the terms and conditions applicable thereto, in this Agreement; and

WHEREAS, capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Incentive Plan.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, including the Restrictive Covenants set forth in Section 10 of this Agreement, and intending to be legally bound, the Company and the Participant agree as follows:

1. **Grant of RSUs.** The Company hereby grants to the Participant #QuantityGranted# RSUs (subject to adjustment as provided in Section 3(d) of the Incentive Plan) as of the Grant Date. Each RSU represents the right to receive one share of Common Stock, subject to the terms and conditions set forth in this Agreement and the Incentive Plan.
2. **Service Criteria.** The RSUs shall vest in accordance with the following schedule, subject to the Participant's continued employment through the applicable vesting date (each such date, a "Vesting Date"):

Vesting Date	Percent of Total Award Vested
January 3, 2024 2025	33 1/3%
January 3, 2025 2026	66 2/3%
January 3, 2026 2027	100%

3. **Termination of Service Prior to the Vesting Date.** Except as otherwise provided in this Section 3, if, prior to the applicable Vesting Date for one or more installments of the RSUs, the Participant experiences a Termination of employment with the Company (a "Termination of Service"), whether initiated by either party and for any reason, all rights of the Participant to the RSUs that have not vested prior to the date of Termination of Service shall terminate immediately and be forfeited in their entirety without compensation to the Participant, and the forfeited RSUs shall be canceled, canceled without further action required by the Company or otherwise.

(a) Termination of Service Due to Death or Disability. If the Participant experiences a Termination of Service due to the Participant's death or Disability, then all rights of the Participant to the RSUs that have not vested on or prior to the date of Termination of Service shall become immediately vested as of the date of such Termination of Service, and the Shares with respect thereto shall be delivered as soon as reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, provided that, in the case of a Participant's Termination of Service due to Disability, subject to any required delay under Section 11 and provided that the Participant does not breach any of the restrictive covenants set forth herein.

(b)Company-Initiated Termination of Service other than for Cause, Providing Separation Pay. If prior to a Change in Control or following the second anniversary thereof, the Participant experiences a Company-initiated Termination of Service providing separation pay from the Company, other than a Termination of Service for Cause (as defined in Appendix A) and does not meet the criteria for Retirement or Attainment of Specified Age and Years of Service described in Section 4(c), then if the effective date of such Termination of Service is (i) prior to the nine month anniversary of the Grant Date, all rights of the Participant to the RSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited RSUs shall be canceled without further action required by the Company or otherwise, or (ii) on or following the nine month anniversary of the Grant Date, a pro rata portion of the RSUs scheduled to vest following the date of such Termination of Service, determined by multiplying the total number of such unvested RSUs by a fraction, the numerator of which is equal to the number of months the Participant was employed by the Company following the Vesting Date immediately preceding the date of such Termination of Service (including any month during which the Participant remained employed by the Company for at least fifteen (15) days) and the denominator of which is equal to the number of months between the most recent Vesting Date immediately preceding the date of such Termination of Service and the third anniversary of the Grant Date, shall become immediately vested as of the date of such Termination of Service, and the Shares with respect thereto shall be delivered as soon as reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, subject to any required delay under Section 11 below.

(c) Termination of Service; Retirement and Specified Age and Years of Service Due to Retirement Rules Prior to a Change in Control or Following the Second Anniversary Thereof. If, prior to a Change in Control or following the second anniversary thereof, the Participant experiences a Termination of Service due to the Participant's Retirement (as defined in Appendix A), then if the effective date of such Retirement is (i) prior to the first nine month

anniversary of the Grant Date, all rights of the Participant to the RSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited RSUs shall be **cancelled**, canceled without further action required by the Company or otherwise, or (ii) on or following the **first** nine month anniversary of the Grant Date, the RSUs shall continue to vest as set forth in Section 2 of this Agreement, provided that the Participant does not breach any of the restrictive covenants set forth herein. If, prior to a Change in Control or following the second anniversary thereof, the Participant experiences a Termination of Service at or after attainment of age 55 with five years of credited employment with the Company after providing no less than six months advance written notice to the Company (unless and to the extent such notice is waived by the Company), and does not otherwise qualify for Retirement, and such Termination of Service is (i) prior to the nine month anniversary of the Grant Date, all rights of the Participant to the RSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited RSUs shall be canceled without further action required by the Company or otherwise, or (ii) on or following the nine month anniversary of the Grant Date, a pro rata portion of the RSUs scheduled to vest following the date of such Termination of Service, determined by multiplying the total number of such unvested RSUs by a fraction, the numerator of which is equal to the number of months the Participant was employed by the Company following the Vesting Date immediately preceding the date of such Termination of Service (including any month during which the Participant remained employed by the Company for at least fifteen (15) days) and the denominator of which is equal to the number of months between the most recent Vesting Date immediately preceding the date of such Termination of Service and the third anniversary of the Grant Date, shall become immediately vested as of the date of such Termination of Service, and the Shares with respect thereto shall be delivered as soon as reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, subject to any required delay under Section 11 and provided that the Participant does not breach any of the restrictive covenants set forth herein and except as otherwise provided by Section 11 below.

(c) (d) Certain Terminations During the Two-Year Period Following a Change in Control. If a Participant incurs a Termination of Service (i) at any time after a Change in Control, due to the Participant's Retirement (as defined in [Appendix A hereto](#)), or (ii) at any time during the two year period following a Change in Control, either due to (A) a termination by the Company without Cause or (B) a resignation by the Participant for Good Reason (as defined in [Appendix A hereto](#)), any Replacement Award (as defined in Section 6 below) granted in respect of the RSUs shall vest in full immediately upon the date of Termination of Service, and the Shares with respect thereto shall be delivered as soon as

reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, except as otherwise provided by Section 11 below.

4. Settlement of the Vested RSUs.

(a) **General.** Vested RSUs shall be settled by the issuance of Shares as soon as reasonably practicable (and in no event later than thirty (30) days) following the originally scheduled Vesting Date, except as otherwise provided in Section 3 hereof and subject to Section 11. Nothing herein shall preclude the Company from settling the RSUs

upon a Section 409A CIC, if they are not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Regs. § 1.409A-3(j)(4)(ix)(B).

(b) **Method of Delivery.** In settlement of the vested RSUs, the Company shall deliver, or cause to be delivered to the Participant, Shares in the form of a certificate or proof of ownership in an aggregate amount equal to the number of Shares deliverable to the Participant in respect of the RSUs vesting on such date, unless the Company is using book-entry, in which case, the Company shall credit such Shares to the Participant's account. In any case, such Shares shall not be subject to transfer restrictions and shall not bear any legend or electronic notation limiting transferability. Upon payment or crediting of such Shares, the vested RSUs shall be deemed fully settled and the Participant shall have no further rights in respect of such RSUs. No fractional Share shall be issued and any fractional vested RSU shall be rounded down to the nearest whole number, other than following a Change in Control, in which case the rules applicable to fractional Shares under the transaction agreement shall govern.

5. **Rights as a Stockholder.** Until the issuance of the Shares subject to the RSUs (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a holder of Common Stock shall exist with respect to the RSUs.

6. **Change in Control.** If a Change in Control occurs prior to any Vesting Date, the RSUs (if and to the extent not previously forfeited) shall vest effective as of such Change in Control, except to the extent that another award meeting the requirements of Section 11(c) of the Incentive Plan (as determined by the Committee as of immediately prior to the Change in Control, in its sole discretion) is provided to the Participant to replace the RSUs (any award meeting the requirements of Section 11(c) of the Incentive Plan, a "**Replacement Award**"). If Replacement Awards are provided, from and after the Change in Control, references herein to the RSUs shall refer to the Replacement Awards, and references to the Company include any surviving successor entity following the Change in Control, in each case unless the context clearly indicates otherwise.

7. **Withholding.** No later than the date as of which an amount first becomes includible in the gross income of the Participant or subject to any applicable tax for federal income tax purposes with respect to any RSUs, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all federal, state and local income and employment taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The Participant may direct the Company to deduct any such taxes from any payment otherwise due to the Participant, including the delivery of

Shares that gives rise to the withholding requirement. The Company's obligation to deliver the Shares underlying the RSUs (or to make a book-entry or other electronic notation indicating ownership of the Shares) is subject to the condition precedent that the Participant either pay or provide for the amount of any such withholding.

8. **No Right to Continued Employment; Effect on Benefit Plans.** This Agreement shall not confer upon the Participant any right with respect to continuance of his or her employment or other relationship, nor shall it interfere in any way with the right of the Company, or any of its direct or indirect subsidiaries, to terminate his or her employment or other relationship, at any

time. Income realized by the Participant pursuant to this Agreement shall not be included in the Participant's earnings for the purpose of any benefit plan in which the Participant may be enrolled or for which the Participant may become eligible, unless otherwise specifically provided for in such plan.

9. **Participant Representations**. In connection with the grant of the RSUs, the Participant represents the following:

- (a) The Participant has, if and to the extent deemed necessary or advisable in the judgment of the Participant, reviewed with the Participant's own tax advisors, the federal, state, local and foreign tax consequences of this Agreement and the transactions contemplated hereby.
- (b) The Participant is relying solely on such advisors, if any, and not on any statements or representations of the Company or any of its agents. The Participant understands that the Participant (and not the Company) shall be responsible for the Participant's own tax liability that may arise as a result of this Agreement and the transactions contemplated hereby.
- (c) The Participant has received, read and understood this Agreement and the Incentive Plan and agrees to abide by and be bound by their respective terms and conditions.

10. **Restrictive Covenants**.

(a) **Non-Competition**. While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, serve as an owner, principal, partner, employee, consultant, officer, director or agent of an entity, including a sole proprietorship, that engages or is planning to engage in any business in which the Company is engaged in any market in which the Company is engaged at the time of the Participant's Termination of Service, including, without limitation, the production and delivery of materials and products for the aerospace and defense, oil and gas/chemical and hydrocarbon processing industries, and electrical energy, medical, automotive, food equipment and appliance, and construction and mining markets (each such entity in such industry or market is referred to as a "**Competing Business**"). The Participant shall not be deemed to be in violation of this covenant solely by virtue of his or her ownership of not more than 2% of any company the stock of which is traded on a recognized securities exchange. References in this Section 10 to the "Company" shall include its Subsidiaries and Affiliates.

The Company intends to restrict your activities following your employment with the Company only to the extent that your affiliation with a Competing Business may be detrimental to the Company. To avoid unduly restricting your future employment, you should consult with the Company's General Counsel (or officer of the Company fulfilling the same functions) if you intend to provide services to any potentially Competing Business during the one-year restricted period. The Company will consider the individual circumstances of such requests and will not unreasonably withhold consent.

(b) **Non-Solicitation of Customers**. While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, on behalf of a Competing Business solicit or attempt to divert the business or patronage of any business entity that has purchased materials or products from the Company within two (2) years prior to such Termination of Service and shall not assist any person or business entity in planning or making such a solicitation.

(c) **Non-Solicitation of Employees**. While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, solicit or assist another person or entity to solicit any person who consults with the Company or is employed by the Company to cease consulting with the Company or to leave the employ of the Company or to accept a consulting or other business relationship or employment with another person or entity, whether or not a Competing Business.

(d) **Non-Disparagement**. The Participant shall not disparage the Company or its business, agents, servants, employees, officers or directors.

(e) Confidentiality. The Participant shall not disclose, divulge or use any non-public information of the Company, including, but not limited to, manufacturing processes, customer lists, marketing plans or procedure proprietary information and trade secrets.

(f) Notice of Rights under Applicable Law. Notwithstanding anything in this Agreement to the contrary, nothing in this Agreement shall impair the Participant's rights under the whistleblower provisions of any applicable federal law or regulation or, for the avoidance of doubt, limit the Participant's right to receive an award for information provided to any government authority under such law or regulation. The Company hereby informs the Participant that, notwithstanding any provision of this Agreement to the contrary, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (i) is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law, or (ii) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the employer's trade secrets to the attorney and use the trade secret information in the court proceeding if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

(g) Consideration and Remedies. The Participant recognizes and acknowledges that the opportunity to earn compensation or receive Shares under this Agreement is adequate consideration for the covenants set forth in this Section 10. The Participant further acknowledges that the Company has no adequate remedy at law should the Participant violate or threaten to or attempt to violate any one or more of the covenants in this Section 10, and the Participant agrees that, in addition to the forfeiture of any RSUs that have not yet vested or Shares that have not yet been delivered to the Participant, the

Company is entitled to an injunction or other equitable relief restraining the Participant from violating or threatening to or attempting to violate any one or more of the covenants set forth in this Section 10.

11. Section 409A. This Agreement and the RSUs granted hereunder are intended to comply with the requirements of Section 409A of the Code or an exemption or exclusion therefrom, and, with respect to RSUs that are subject to Section 409A of the Code, the Incentive Plan and this Agreement shall be interpreted and administered in all respects in accordance with Section 409A of the Code (including with respect to the application of any defined terms to RSUs that constitute nonqualified deferred compensation, which defined terms shall be interpreted to have the meaning required by Section 409A of the Code to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code). Each payment (including the delivery of Shares) under the RSUs that constitutes nonqualified deferred compensation subject to Section 409A of the Code shall be treated as a separate payment for purposes of Section 409A of the Code. In no event may the Participant, directly or indirectly, designate the calendar year of any payment to be made under this Agreement that constitutes nonqualified deferred compensation subject to Section 409A of the Code. Notwithstanding any other provision of this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company as in effect on the date of Termination of Service), amounts that constitute nonqualified deferred compensation within the meaning of Section 409A of the Code that would otherwise be payable by reason of the Participant's Separation from Service during the six (6)-month period immediately following such Separation from Service shall instead be paid or provided on the first business day following the date that is six (6) months following the Participant's Separation from Service.

12. Miscellaneous.

(a) Governing Law. This Agreement shall be governed and construed in accordance with the domestic laws of the Commonwealth State of Pennsylvania Delaware without regard to such Commonwealth's state's principles of conflicts of laws.

(b) Successors and Assigns. The provisions of this Agreement shall inure to the benefit of, and be binding upon, the successors, permitted assigns, heirs, executors and administrators of the parties hereto. Neither this Agreement, nor any rights hereunder, shall be assignable or otherwise subject to hypothecation without the consent of all parties hereto.

(c) Entire Agreement; Amendment. This Agreement contains the entire understanding between the parties hereto with respect to the subject matter of this Agreement and

supersedes all prior and contemporaneous agreements and understandings, inducements or conditions, express or implied, oral or written, with respect to the subject matter of this Agreement, including, without limitation, the terms of any employment or change of control agreement to which the Participant is a party, except with respect to the definitions of "Cause" and "Disability" as may be set forth in any such Individual Agreement that becomes applicable on a Change in Control, which definitions shall apply to the RSUs from and after such Change in Control. This Agreement may not be amended or modified without the written consent of the Company and the Participant.

(d) Counterparts. This Agreement may be executed simultaneously in any number of counterparts, each of which, when so executed and delivered, shall be taken to be an original and all of which together shall constitute one document.

(e) Compliance with Corporate Policies. No delivery of Share shall be made under this Agreement or in respect of the RSUs, unless the Participant has fully complied with all policies of the Company, applicable to employees, including, but not limited to, the Company's Corporate Guidelines for Business Conduct and Ethics.

13. Clawback. The Participant acknowledges and agrees that RSUs granted hereunder and the Shares received in respect thereof shall be subject to the clawback provisions set forth in Section 15(j) of the Incentive Plan, the terms of any clawback policy that the Company may adopt and that is applicable to the Participant, as it may be amended from time to time, and any provision of applicable law relating to cancellation, rescission, payback or recoupment of compensation, and the Participant shall pay any Forfeiture Amount required by Section 15(j) of the Incentive Plan, or any other amount as required by the terms of any such policy or applicable law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

ATI Inc.

By:

Name: Elliot S. Davis

Title: Senior Vice President, Chief Legal and Compliance Officer

Appendix A

“Disability” shall mean any condition as a result of which the Participant has been determined eligible to receive long-term disability benefits under the Company’s long term disability plan.

“Good Reason” means, without the Participant’s express written consent, the occurrence of any one or more of the following:

- (1) (i) a material diminution of the Participant’s position, authorities, duties, responsibilities or status (including offices, titles, or reporting relationships) as an employee of the Company (or those of the supervisor to whom the Participant is required to report, including a requirement that the Participant report to a corporate officer or other employee rather than directly to the Board), in each case, from those in effect as of immediately prior to the Change in Control, or (ii) the assignment to the Participant of duties or responsibilities inconsistent with his or her position as of immediately prior to the Change in Control, other than an insubstantial and inadvertent act that is remedied by the Company promptly after receipt of notice thereof given by the Participant;
- (2) the Company’s requiring the Participant to be based at a location in excess of thirty-five (35) miles from the location of the Participant’s principal job location or office immediately prior to the Change in Control, except for required travel on the Company’s business to an extent consistent in all material respects with the Participant’s business travel obligations as of immediately prior to the Change in Control;
- (3) (i) a reduction in the Participant’s annual base salary, (ii) a material reduction in the Participant’s target annual incentive opportunity or (iii) a material reduction in the other compensation and benefits provided or made available to the Participant from the Company, in each case, from those in effect immediately prior to the Change in Control or, if greater, following the Change in Control;
- (4) a material breach of any Change in Control severance or similar agreement in place between the Company and the Participant, including the failure of the Company to obtain an unqualified agreement from any successor to the Company to assume and agree to perform the Company’s obligations under any such agreement;
- (5) a material diminution in the budget over which the Participant retains authority relative to such budget immediately prior to the Change in Control; or
- (6) any purported attempt by the Company to terminate the Participant’s employment other than for Cause or by reason of Disability occurring after an event constituting Good Reason.

The Participant’s mental or physical incapacity following the occurrence of an event described above shall not affect the his or her ability to terminate employment for Good Reason, and the Participant’s death following delivery of a notice of termination for Good Reason shall not affect the Participant’s estate’s entitlement to benefits provided upon a termination of employment for Good Reason.

To invoke a termination for Good Reason, the Participant must provide written notice to the Company of the existence of one or more of the conditions described above within ninety (90) days following the Participant’s knowledge of the initial existence of such condition or conditions, specifying in reasonable detail the conditions constituting Good Reason, and the Company or its affiliate will have thirty (30) days following receipt of such written notice (the “Cure Period”) during which it may remedy the condition. If the Company or the affiliate fails to remedy the condition constituting Good Reason during the applicable Cure Period, the Participant’s Termination of Service must occur, if at all, within thirty (30) days following such Cure Period.

“Retirement” shall mean, (a) prior to a Change in Control, a termination of employment with the Company and each Subsidiary of the Company, with the consent of the Company **after providing no less than six months advance written notice to the Company (unless and to the extent such notice**

is waived by the Company) (i) at or after (i) attaining attainment of age 55 and (ii) completing five 60 but prior to age 65 with ten years of credited employment with the Company, or any Subsidiary (ii) at or after attainment of age 65, in each case upon no less than six months advance written notice by the Participant to the Company, unless and to the extent otherwise waived by the Company, and (b) following a Change in Control, at or after (i) attaining age 55 and (ii) completing five (5) years of employment with the Company or any Subsidiary of the Company.

"Termination of Service for Cause" shall mean any Termination of Service which is classified by the Company, in its sole discretion, as a termination for cause, which may include, but shall not be limited to: (i) a Performance Termination; (ii) neglect of duty or misconduct of the Eligible Employee in discharging any of their duties and responsibilities; (iii) failure or refusal to comply with the provisions of the Company's Corporate Guidelines for Business Conduct and Ethics or any other Company rule or policy; or (iv) misconduct, including but not limited to, engaging in conduct that is in any way disloyal to the Company, fraudulent, dishonest, unethical or illegal, or which the Committee otherwise determines to be detrimental to the Company.

Exhibit 10.13 10.15

Form of 2023 2024 Performance-Vested Restricted Stock Unit Agreement

This Performance-Vested Restricted Stock Unit Agreement (this "Agreement") is made as of the ___ day of January, 2023 2024 (the "Grant Date") by and between ATI Inc., a Delaware company (the "Company"), and #ParticipantName+C# (the "Participant").

WHEREAS, the Company sponsors and maintains the Allegheny Technologies Incorporated 2022 Incentive Plan (the "Incentive Plan");

WHEREAS, the Company desires to encourage the Participant to remain an employee of the Company and, during such employment, to contribute substantially to the financial performance of the Company;

WHEREAS, to provide that incentive, the Company awarded the Participant the number of performance-vested restricted stock units (singular "PSU" and plural "PSUs") shown below, related to the common stock of the Company, \$0.10 par value per share ("Common Stock"), subject to the terms and conditions of this Agreement, including restrictive covenants, set forth herein;

WHEREAS, the PSUs are subject to the Company's attainment of the performance requirements set forth in Section 3 of this Agreement (the "Performance Goals") and the Participant's ongoing employment by the Company until the end of the Performance Period, except as otherwise provided herein;

WHEREAS, the Company and the Participant desire to evidence the award of the PSUs and the terms and conditions applicable thereto in this Agreement; and

WHEREAS, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Incentive Plan.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, including the Restrictive Covenants set forth in Section 11 of this Agreement, and intending to be legally bound, the Company and the Participant agree as follows:

1. **Grant of PSUs.** The Company hereby grants to the Participant a target amount of #QuantityGranted# PSUs (subject to adjustment as provided in Section 3(d) of the Incentive Plan) as of the Grant Date. The target amount of PSUs represents the right to receive an equivalent number of Shares upon the achievement of the Performance Goals referenced in Section 3 below at the target level of achievement set forth herein, subject to the terms and conditions set forth in this Agreement and the Incentive Plan. The actual number of Shares in respect of the PSUs that become earned and vested shall be determined based on the level of achievement of the Performance Goals, as determined by the Committee in accordance with Section 3 below (or Section 7(a), upon a Change in Control), except as otherwise provided herein.

2. Performance Period. The overall Performance Period "Performance Period" for the PSUs shall be the period commencing on January 1, 2023 January 1, 2024 and ending on December 31, 2025 December 31, 2026, and which shall consist of four individual independent performance measurement periods (each a "Measurement Period") commencing on January 1, 2023 January 1, 2024 and ending on each of June 30, 2024 June 30, 2025, December 31, 2024 December 31, 2025, June 30, 2025 June 30, 2026, and December 31, 2025 December 31, 2026.

3. Performance Goals and Payment of PSUs.

The PSUs may be earned based on the achievement of the Performance Goals measured over each Measurement Period within the Performance Period as described below (except as otherwise provided in Section 7(a) below upon a Change in Control) and subject to the Participant's continuous employment with the Company through the conclusion of the Performance Period, except as otherwise provided in Section 4 of this Agreement. As indicated in the table below, a portion of the target amount of PSUs is allocated to, and may be earned with respect to performance for, each individual independent Measurement Period:

Measurement Period Ending:	% of Target Allocated
June 30, 2024 2025 (first 18 months)	20%
December 31, 2024 2025 (first 24 months)	20%
June 30, 2025 2026 (first 30 months)	30%
December 31, 2025 2026 (full 36 months)	30%

(a) The number of PSUs that become earned and vested under this Agreement shall be determined in accordance with the schedule below based on the Company's Total Shareholder Return ("TSR") during each Measurement Period within the Performance Period (determined as set forth on Appendix A hereto), as compared to that of the TSR Peer Group set forth on Appendix A hereto and calculated in accordance with the methodology set forth on Appendix A hereto, with the payout percentage applied to the portion of the PSUs allocated to each Measurement Period.

Percentile Performance Payout (percentage of Target)
In each Measurement Period of PSUs allocated to Measurement Period

Threshold: 30th 50%
Target: 50th 100%
Maximum: 80th or more 200%

If achievement with respect to TSR occurs at a level between the above Threshold and Target levels of achievement, or between the Target and Maximum levels of achievement, then the percentage of the payout that becomes earned and vested shall be

shall be interpolated between the percentages set forth in the table above on a straight-line basis. Notwithstanding the foregoing, in the event that the TSR for the three-year Performance Period ending December 31, 2025 December 31, 2026 is negative, then total payout for the Performance Period may not exceed 100%. No achievement or payout is earned for TSR performance below Threshold at the completion of a Measurement Period.

(b) As soon as administratively practicable following the end of the Performance Period, the Committee shall determine the TSR achieved by the Company for each individual independent Measurement Period and during the Performance Period and the resulting extent to which the PSUs have been earned during the Performance Period, calculated as the sum of all PSUs allocated to and earned with respect to each Measurement Period, with such total reduced by the limit on the total payout if TSR was negative for the Performance Period.

4. **Termination of Service Prior to the End of the Performance Period.** Except as otherwise provided in this Section 4, if, prior to the end of the Performance Period, the Participant experiences a termination of employment with the Company (a "Termination of Service"), whether initiated by either party and for any reason, all rights of the Participant to the PSUs shall terminate immediately and be forfeited in their entirety without compensation to the Participant, without regard to performance during any Measurement Period, and the forfeited PSUs shall be canceled, canceled without further action required by the Company or otherwise.

(a) **Termination of Service Due to Death or Disability Prior to a Change in Control.** Control. If, during the Performance Period and prior to a Change in Control, the Participant experiences a Termination of Service due to the Participant's death or Disability (as defined in Appendix B), then the PSUs shall be deemed to have been earned by the Participant in the target amount set forth in Section 1 hereof, all rights of the Participant with respect to such target amount of PSUs shall become immediately vested as of the date of such Termination of Service, and the Shares with respect thereto shall be delivered as soon as reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, provided that, prior to the delivery date, the Participant does not breach any of the restrictive covenants set forth herein. Notwithstanding the foregoing, if the Participant experiences a Termination of Service due to Disability (other than during the two (2)-year period following a Section 409A CIC) and the Participant is (or during the Performance Period would be) Retirement eligible (without regard to any consent requirement), such Shares shall be delivered on the Scheduled Settlement Date (as defined in Section 5), provided that, prior to the delivery date, the Participant does not breach any of the restrictive covenants set forth herein.

(b) **Company-Initiated Termination of Service Due to Retirement Prior to a Change in Control, other than for Cause, Providing Separation Pay.** If, during the Performance Period and prior to a Change in Control or following the second anniversary thereof, the Participant experiences a Company-initiated Termination of Service due to providing separation pay from the Participant's Retirement Company, other than a Termination of Service for Cause (as defined in Appendix

B) and does not meet the criteria for Retirement or Attainment of Specified Age and Years of Service described in Section 4(c), then if the effective date of such Termination of Service is (i) prior to the nine month anniversary of the Grant Date, all rights of the Participant to the PSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited PSUs shall be canceled without further action required by the Company or otherwise, or (ii) on or following the nine month anniversary of the Grant Date, then the continued service requirement shall lapse and the number of vested Shares shall equal the product of (i) the number of Shares underlying the PSUs that would be earned based on the level of achievement of the TSR as determined by the Committee and (ii) a fraction, the numerator of which is equal to the number of months the Participant was employed by the Company during the Performance Period (including any month during which the Participant remained employed by the Company for at least fifteen (15) days)

and the denominator of which is equal to the total number of months in the Performance Period (the "Proration Fraction"), with the resulting number of vested Shares to be delivered on the Scheduled **Payment Settlement** Date, provided that, prior to the delivery date, the Participant does not breach any of the restrictive covenants set forth **herein**, **herein** and provided further that the balance of the PSUs shall be canceled without further action required by the Company or otherwise.

(c) **Termination of Service Due to Retirement or Attainment of Specified Age and Years of Service Prior to a Change in Control**. If, during the Performance Period and prior to a Change in Control, the Participant experiences a Termination of Service due to the Participant's Retirement (as defined in Appendix B), then if the effective date of such Retirement is (i) prior to the nine month anniversary of the Grant Date, all rights of the Participant to the PSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited PSUs shall be canceled without further action required by the Company or otherwise, or (ii) on or following the nine month anniversary of the Grant Date, then the continued service requirement shall lapse and the number of vested shares shall equal the number of Shares underlying the PSUs that would be earned based on the level of achievement of the TSR as determined by the Committee, with the resulting number of vested Shares to be delivered on the Scheduled Settlement Date, provided that, prior to the delivery date, the Participant does not breach any of the restrictive covenants set forth herein. If, during the Performance Period and prior to a Change in Control, the Participant experiences a Termination of Service at or after attainment of age 55 with five years of credited employment with the Company after providing no less than six months advance written notice to the Company (unless and to the extent such notice is waived by the Company), and does not otherwise qualify for Retirement, and such Termination of Service is (i) prior to the nine month anniversary of the Grant Date, all rights of the Participant to the PSUs shall terminate immediately and be forfeited in their entirety, without compensation to the Participant, and the forfeited PSUs shall be canceled without further action required by the Company or otherwise, or (ii) on or following the nine month anniversary of the Grant Date, then the continued service requirement shall lapse and the number of vested Shares shall equal the product of (i) the number of Shares underlying the PSUs

that would be earned based on the level of achievement of the TSR as determined by the Committee and (ii) the Proration Fraction, with the resulting number of vested Shares to be delivered on the Scheduled Settlement Date, provided that, prior to the delivery date, the Participant does not breach any of the restrictive covenants set forth herein and provided further that the balance of the PSUs shall be canceled without further action required by the Company or otherwise.

(d) **Certain Terminations Following a Change in Control**. If, during the Performance Period, a Participant experiences a Termination of Service (i) at any time following a Change in Control due to the Participant's death, Disability or Retirement, or (ii) during the two (2)-year period following a Change in Control due to a termination by the Company without Cause or a resignation by the Participant for Good Reason (as defined in Appendix B hereto), any Replacement Award (as defined in Section 7 below) granted in respect of the PSUs (for the avoidance of doubt, with the number of Shares subject to the PSUs to equal the number of Shares determined to be earned in accordance with Section 7(a) **below and without proration upon Retirement**) shall vest in full immediately upon the date of Termination of Service, and the Shares with respect thereto shall be delivered as soon as reasonably practicable (and in no event later than thirty (30) days) following the date of such Termination of Service, subject to any required delay under Section 12 below. Notwithstanding the foregoing, if (A) such Change in Control is not a Section 409A CIC or the Termination of Service due to Disability or Retirement occurs after the second anniversary of such Change in Control and (B) the Participant is (or during the Performance Period would be) Retirement eligible (without regard to any consent requirement) or the PSUs otherwise constitute nonqualified deferred compensation, subject to Section 409A of the Code the acceleration of which would result in tax penalties under Section 409A of the Code, such Shares shall be delivered as soon **as reasonable at the earliest** practicable **date permitted by Section 409A that does not result in the imposition of tax penalties** (and in no event later than thirty (30) days following **December 31, 2025**, **December 31, 2026**).

5. **Settlement of the Earned and Vested PSUs.**

(a) General. As soon as reasonably practicable following the Committee's determinations pursuant to Section 3(c) 3(b) above (and in no event later than the first to occur of the date that is thirty (30) days following the date of such determination and March 15, 2026 March 15, 2027) (such settlement date, the "Scheduled Settlement Date") or at the time specified in Section 4 and subject to Section 12 below, the earned portion of the PSUs shall be settled by the issuance of Shares. If a Replacement Award is provided in connection with a Change in Control and is not previously settled or forfeited as provided herein, the Replacement Award shall be settled as soon as practical (and in no event later than thirty (30) days) following December 31, 2025 December 31, 2026. For the avoidance of doubt, if a Replacement Award is not provided in connection with a Change in Control the earned PSUs (as determined in accordance with Section 7(a)) shall be settled as soon as practicable (and in no event later than ten (10) days) following the Change in Control; provided that, notwithstanding the foregoing, any Shares in respect of PSUs that constitute nonqualified deferred compensation subject to Section 409A

shall be delivered at the earliest practicable date permitted by Section 409A that does not result in the imposition of tax penalties under Section 409A (taking into account the immediately following sentence and the payment timing rules of Section 4(c) 4(d) that would apply to a Replacement Award). Nothing herein shall preclude the Company from settling the PSUs upon a Section 409A

CIC, if they are not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Regs. § 1.409A-3(j)(4)(ix)(B).

(b) Method of Delivery. In settlement of the vested PSUs, the Company shall deliver, or cause to be delivered to the Participant, Shares in the form of a certificate or proof of ownership in an aggregate amount equal to the number of Shares deliverable to the Participant in respect of the PSUs vesting on such date, unless the Company is using book-entry, in which case, the Company shall credit such Shares to the Participant's account. In any case, such Shares shall not be subject to transfer restrictions and shall not bear any legend or electronic notation limiting transferability. Upon payment or crediting of such Shares, the vested PSUs shall be deemed fully settled and the Participant shall have no further rights in respect of such PSUs. No fractional Share shall be issued and any fractional vested PSU shall be rounded down to the nearest whole number, other than following a Change in Control, in which case the rules applicable to fractional Shares under the transaction agreement shall govern.

6. Rights as a Stockholder. Until the issuance of the Shares subject to the PSUs (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a holder of Common Stock shall exist with respect to the PSUs.

7. Change in Control.

(a) Determination of the Performance Goals. If a Change in Control occurs prior to the completion of the Performance Period, the Performance Goals shall be deemed achieved, as of immediately prior to the date of the Change in Control, at the greater of (i) target level and (ii) the level of achievement of the Performance Goals, as determined by the Committee prior to the Change in Control, based on performance through the latest date preceding the Change in Control as to which performance can, as a practical matter, be determined (but not later than the end of the Performance Period), and from and after the date of the Change in Control, the number of Shares subject to the PSUs shall be fixed based on such determination.

(b) Vesting. If a Change in Control occurs prior to the completion of the Performance Period, the PSUs (if and to the extent not previously forfeited) that are earned at the level set forth in Section 7(a) above shall vest effective as of such Change in Control, except to the extent that another award meeting the requirements of Section 11(c) of the Incentive Plan (as determined by the Committee as of immediately prior to the Change in Control, in its sole discretion) is provided to the Participant to replace the earned PSUs (any award meeting the requirements of Section 11(c) of the Incentive Plan, a "Replacement

Award"). From and after the Change in Control, any such Replacement Award shall vest solely based on the Participant's service through ~~December 31, 2025~~ December 31, 2026, subject to accelerated vesting on certain terminations of employment as set forth in Section 4 above. Notwithstanding the foregoing provisions of this Section 7(b), if the Participant has incurred a Termination of Service ~~due to~~ after attainment of age 55 with five years of credited employment with the Company, and does not otherwise qualify for Retirement prior to the Change in Control, or if a Participant has incurred a Company-Initiated Termination of Service providing separation pay from the Company, other than a Termination of Service for Cause, in either case the Proration Fraction shall apply to the PSUs that are determined to be earned under Section 7(a) above. If Replacement Awards are provided, from and after the Change in Control, references herein to the PSUs shall refer to the Replacement Awards, and references to

the Company include any surviving successor entity following the Change in Control, in each case unless the context clearly indicates otherwise.

8. Withholding. No later than the date as of which an amount first becomes includible in the gross income of the Participant or subject to any applicable tax for federal income tax purposes with respect to any PSUs, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all federal, state and local income and employment taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The Participant may direct the Company to deduct any such taxes from any payment otherwise due to the Participant, including the delivery of Shares that gives rise to the withholding requirement. The Company's obligation to deliver the Shares underlying the PSUs (or to make a book-entry or other electronic notation indicating ownership of the Shares) is subject to the condition precedent that the Participant either pay or provide for the amount of any such withholding.

9. No Right to Continued Employment; Effect on Benefit Plans. This Agreement shall not confer upon the Participant any right with respect to continuance of his or her employment or other relationship, nor shall it interfere in any way with the right of the Company, or any of its direct or indirect subsidiaries, to terminate his or her employment or other relationship, at any time. Income realized by the Participant pursuant to this Agreement shall not be included in the Participant's earnings for the purpose of any benefit plan in which the Participant may be enrolled or for which the Participant may become eligible, unless otherwise specifically provided for in such plan.

10. Participant Representations. In connection with the grant of the PSUs, the Participant represents the following:

(a) The Participant has, if and to the extent deemed necessary or advisable in the judgment of the Participant, reviewed with the Participant's own tax advisors the federal, state, local and foreign tax consequences of this Agreement and the transactions contemplated hereby.

(b) The Participant is relying solely on such advisors, if any, and not on any statements or representations of the Company or any of its agents. The

Participant understands that the Participant (and not the Company) shall be responsible for the Participant's own tax liability that may arise as a result of this Agreement and the transactions contemplated hereby.

(c) The Participant has received, read and understood this Agreement and the Incentive Plan and agrees to abide by and be bound by their respective terms and conditions.

11. **Restrictive Covenants.**

(a) **Non-Competition.** While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, serve as an owner, principal, partner, employee, consultant, officer, director or agent of an entity, including a sole proprietorship, that engages or is planning to engage in any business in which the

Company is engaged in any market in which the Company is engaged at the time of the Participant's Termination of Service, including, without limitation, the production and delivery of materials and products for the aerospace and defense, oil and gas/chemical and hydrocarbon processing industries, and electrical energy, medical, automotive, food equipment and appliance, and construction and mining markets (each such entity in such industry or market is referred to as a "Competing Business"). The Participant shall not be deemed to be in violation of this covenant solely by virtue of his or her ownership of not more than two percent (2%) of any company the stock of which is traded on a recognized securities exchange. References in this Section 11 to the "Company" shall include its Subsidiaries and Affiliates.

The Company intends to restrict your activities following your employment with the Company only to the extent that your affiliation with a Competing Business may be detrimental to the Company. To avoid unduly restricting your future employment, you should consult with the Company's General Counsel (or officer of the Company fulfilling the same functions) if you intend to provide services to any potentially Competing Business during the one-year restricted period. The Company will consider the individual circumstances of such requests and will not unreasonably withhold consent.

(b) **Non-Solicitation of Customers.** While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, on behalf of a Competing Business solicit or attempt to divert the business or patronage of any business entity that has purchased materials or products from the Company within two (2) years prior to such Termination of Service and shall not assist any person or business entity in planning or making such a solicitation.

(c) **Non-Solicitation of Employees.** While employed by the Company and for a period of one (1) year after the Participant's Termination of Service with the Company for any reason, the Participant shall not, directly or indirectly, solicit or assist another person or entity to solicit any person who consults with the

Company or is employed by the Company to cease consulting with the Company or to leave the employ of the Company or to accept a consulting or other business relationship or employment with another person or entity, whether or not a Competing Business.

(d) Non-Disparagement. The Participant shall not disparage the Company or its business, agents, servants, employees, officers or directors.

(e) Confidentiality. The Participant shall not disclose, divulge or use any non-public information of the Company, including, but not limited to, manufacturing processes, customer lists, marketing plans or procedure proprietary information and trade secrets.

(f) Notice of Rights under Applicable Law. Notwithstanding anything in this Agreement to the contrary, nothing in this Agreement shall impair the Participant's rights under the whistleblower provisions of any applicable federal law or regulation or, for the avoidance of doubt, limit the Participant's right to receive an award for information provided to any government authority under such law or regulation. The Company hereby informs the

Participant that, notwithstanding any provision of this Agreement to the contrary, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (i) is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law, or (ii) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the employer's trade secrets to the attorney and use the trade secret information in the court proceeding if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

(g) Consideration and Remedies. The Participant recognizes and acknowledges that the opportunity to earn compensation or receive Shares under this Agreement is adequate consideration for the covenants set forth in this Section 11. The Participant further acknowledges that the Company has no adequate remedy at law should the Participant violate or threaten to or attempt to violate any one or more of the covenants in this Section 11, and the Participant agrees that the Company is entitled to an injunction or other equitable relief restraining the Participant from violating or threatening to or attempting to violate any one or more of the covenants set forth in this Section 11 and, prior to a Change in Control, any PSUs that have not yet vested or Shares that have not yet been delivered to the Participant shall be forfeited as a result of any such action.

12. **Section 409A**. This Agreement and the PSUs granted hereunder are intended to comply with the requirements of Section 409A of the Code or an exemption or exclusion therefrom, and, with respect to PSUs that are subject to Section 409A of the Code, the Incentive Plan and this Agreement shall be interpreted and administered in all respects in

accordance with Section 409A of the Code (including with respect to the application of any defined terms, such as Change in Control, to PSUs that constitute nonqualified deferred compensation, which defined terms shall be interpreted to have the meaning required by Section 409A of

the Code to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code). Each payment (including the delivery of Shares) under the PSUs that constitutes nonqualified deferred compensation subject to Section 409A of the Code shall be treated as a separate payment for purposes of Section 409A of the Code. In no event may the Participant, directly or indirectly, designate the calendar year of any payment to be made under this Agreement that constitutes nonqualified deferred compensation subject to Section 409A of the Code. Notwithstanding any other provision of this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company as in effect on the date of Termination of Service), amounts that constitute nonqualified deferred compensation within the meaning of Section 409A of the Code that would otherwise be payable by reason of the Participant's Separation from Service during the six (6)-month period immediately following such Separation from Service shall instead be paid or provided on the earlier to occur of (i) the first business day following the date that is six (6) months following the Participant's Separation from Service and (ii) the date of the Participant's death.

13. Miscellaneous.

(a) Governing Law. This Agreement shall be governed and construed in accordance with the domestic laws of the **Commonwealth State** of **Pennsylvania Delaware** without regard to such **Commonwealth's State's** principles of conflicts of laws.

(b) Successors and Assigns. The provisions of this Agreement shall inure to the benefit of, and be binding upon, the successors, permitted assigns, heirs, executors and administrators of the parties hereto. Neither this Agreement, nor any rights hereunder, shall be assignable or otherwise subject to hypothecation without the consent of all parties hereto.

(c) Entire Agreement; Amendment. This Agreement contains the entire understanding between the parties hereto with respect to the subject matter of this Agreement and supersedes all prior and contemporaneous agreements and understandings, inducements or conditions, express or implied, oral or written, with respect to the subject matter of this Agreement, including, without limitation, the terms of any employment or change of control agreement to which the Participant is a party, except with respect to the definitions of "Cause" and "Disability" as may be set forth in any such Individual Agreement that becomes applicable on a Change in Control, which definitions shall apply to the PSUs from and after such Change in Control. This Agreement may not be amended or modified without the written consent of the Company and the Participant.

(d) Counterparts. This Agreement may be executed simultaneously in any number of counterparts, each of which, when so executed and delivered, shall be taken to be an original and all of which together shall constitute one document.

(e) Compliance with Corporate Policies. No delivery of Shares shall be made under this Agreement or in respect of the PSUs, unless the Participant has fully complied with all policies of the Company, applicable to employees, including, but not limited to, the Company's Corporate Guidelines for Business Conduct and Ethics.

14. **Clawback.** The Participant acknowledges and agrees that PSUs granted hereunder and the Shares received in respect thereof shall be subject to the clawback provisions set forth in Section 15(j) of the Incentive Plan, the terms of any clawback policy that the Company may adopt and that is applicable to the Participant, as it may be amended from time to time, and any provision of applicable law relating to cancellation,

rescission, payback or recoupment of compensation, and the Participant shall pay any Forfeiture Amount required by Section 15(j) of the Incentive Plan, or any other amount as required by the terms of any such policy or applicable law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

ATI Inc.

By:

Name: Elliot S. Davis

Title: Senior Vice President, Chief Legal and Compliance Officer

Appendix A **TSR Peer Group and Methodology.**

Peer Group

Steel Dynamics, Inc.
Reliance Steel & Aluminum Co. Carpenter Technology Corporation
Commercial Metals Company
Arconic Crane Company
Donaldson Company, Inc.
Dover Corporation
Westinghouse Brake Technologies Corporation
Oshkosh Hexcel Corporation
Howmet Aerospace Inc.
ITT Inc.
Materion Corporation
Moog, Inc.
Regal Rexnord Corporation
Spirit AeroSystems Holdings, Inc.
The Timken Company
Terex Corporation
Valmont Industries, Inc.
Schnitzer Steel Industries, Woodward, Inc.
Crane holdings Co.
Kennametal Inc.
Carpenter Technology Corporation
Trinity Industries, Inc.
Worthington Industries

alculation Methodology

Total Shareholder Return is calculated based on the Fair Market Value of a share of Common Stock as of the end of each individual independent Measurement Period and the end of the Performance Period, plus dividends paid as if they had been reinvested on each ex-dividend date during each Measurement Period and the Performance Period, as applicable, divided by the Fair Market Value of a share of Common Stock at the beginning of the Performance Period. For purposes of determining the Company's Total Shareholder Return:

- “Fair Market Value” means, as of any given date, the closing price of the Common Stock on the New York Stock Exchange (the “NYSE”) or, if the Common Stock is not then traded on the NYSE, on such other national securities exchange on which the Common Stock is admitted to trade, or, if none, on the National Association of Securities Dealers Automated Quotation System if the Common Stock is admitted for quotation thereon; provided, however, that if there were no sales reported as of such date, Fair Market Value shall be computed as of the last date preceding such date on which a sale was reported, provided, further, that if any such exchange or quotation system is closed on any day on which Fair Market Value is to be determined, Fair Market Value shall be determined as of the first date immediately preceding such date on which such exchange or quotation system was open for trading.
- For purposes of determining the Fair Market Value of a share of Common Stock at the beginning and end of each Measurement Period and the Performance Period, the value shall be determined as the average Fair Market Value for the calendar quarter immediately preceding, respectively, the first day of the Performance Period, and last day of each Measurement Period and the Performance Period.

Calculation of Relative Total Shareholder Return: The extent to which the number of PSUs which become vested under this Agreement shall be determined by measuring the Company's Total Shareholder Return as a percentage ranking in comparison with the Peer Group Total Shareholder Return, as calculated using the above-stated principles, with the Company included in the group. The determination of whether the Company's Total Shareholder Return is negative for the three-year Performance Period ending **December 31, 2025** **December 31, 2026** shall be determined using the above-stated principles. Adjustments and actions with respect to the Company and any peer group company shall be in accord with the provisions of Appendix C.

Appendix B

“Disability” shall mean (a) prior to a Change in Control, any condition as a result of which the Participant has been determined eligible to receive long-term disability benefits under the Company's long term disability plan and (b) following a Change in Control, as defined in any change in control, salary continuation or similar agreement between the Participant and the Company or any of its Subsidiaries or Affiliates.

“Good Reason” means, without the Participant's express written consent, the occurrence of any one or more of the following:

(1) (i) a material diminution of the Participant's position, authorities, duties, responsibilities or status (including offices, titles, or reporting relationships) as an employee of the Company (or those of the supervisor to whom the Participant is required to report, including a requirement that the Participant report to a corporate officer or other employee rather than directly to the Board), in each case, from those in effect as of immediately prior to the Change in Control, or (ii) the assignment to the Participant of duties or responsibilities inconsistent with his or her position as of immediately prior to the Change in Control, other than an insubstantial and inadvertent act that is remedied by the Company promptly after receipt of notice thereof given by the Participant;

(2) the Company's requiring the Participant to be based at a location in excess of thirty-five (35) miles from the location of the Participant's principal job location or office immediately prior to the Change in Control, except for required travel on the Company's business to an extent consistent in all material respects with the Participant's business travel obligations as of immediately prior to the Change in Control;

(3) (i) a reduction in the Participant's annual base salary, (ii) a material reduction in the Participant's target annual incentive opportunity or (iii) a material reduction in the other compensation and benefits provided or made available to the Participant from the Company, in each case, from those in effect immediately prior to the Change in Control or, if greater, following the Change in Control;

(4) a material breach of any Change in Control severance or similar agreement in place between the Company and the Participant, including the failure of the Company to obtain an unqualified agreement from any successor to the Company to assume and agree to perform the Company's obligations under any such agreement;

(5) a material diminution in the budget over which the Participant retains authority relative to such budget immediately prior to the Change in Control; or

(6) any purported attempt by the Company to terminate the Participant's employment other than for Cause or by reason of Disability occurring after an event constituting Good Reason.

The Participant's mental or physical incapacity following the occurrence of an event described above shall not affect his or her ability to terminate employment for Good Reason, and the Participant's death following delivery of a notice of termination for Good Reason shall not affect

the Participant's estate's entitlement to benefits provided upon a termination of employment for Good Reason.

To invoke a termination for Good Reason, the Participant must provide written notice to the Company of the existence of one or more of the conditions described above within ninety (90) days following the Participant's knowledge of the initial existence of such condition or conditions, specifying in reasonable detail the conditions constituting Good Reason, and the Company or its affiliate will have thirty (30) days following receipt of such written notice (the "Cure Period") during which it may remedy the condition. If the Company or the affiliate fails to remedy the condition constituting Good Reason during the applicable Cure Period, the Participant's Termination of Service must occur, if at all, within thirty (30) days following such Cure Period.

"Retirement" shall mean, (a) prior to a Change in Control, a termination of employment with the Company and each Subsidiary of the Company, with the consent of the Company after providing no less than six months advance written notice to the Company (unless and to the extent such notice is waived by the Company) (i) at or after (i) attaining attainment of age 55 and (ii) completing five 60 but prior to age 65 with ten years of credited employment with the Company, or any Subsidiary (ii) at or after attainment of age 65, in each case upon no less than six months advance written notice by the Participant to the Company, unless and to the extent otherwise waived by the Company, and (b) following a Change in Control, at or after (i) attaining age 55 and (ii) completing five (5) years of employment with the Company or any Subsidiary of the Company.

"Termination of Service for Cause" shall mean any Termination of Service which is classified by the Company, in its sole discretion, as a termination for cause, which may include, but shall not be limited to: (i) a Performance Termination; (ii) neglect of duty or misconduct of the Eligible Employee in discharging any of their duties and responsibilities; (iii) failure or refusal to comply with the provisions of the Company's Corporate Guidelines for Business Conduct and Ethics or any other Company rule or policy; or (iv) misconduct, including but not limited to, engaging in conduct that is in any way disloyal to the Company, fraudulent, dishonest, unethical or illegal, or which the Committee otherwise determines to be detrimental to the Company.

Appendix C

Plan Mechanics : Mechanics: Special Treatment

The table below provides actions or adjustments for various events that might impact either the Company or any of the TSR peer companies.

	Situation	Plan Treatment
Adjustments	Stock splits and recapitalizations	Opening share price adjusted for recapitalizations
	Peer Company- Bankruptcy/delisting/liquidation	Company not removed from peer group; company considered to be at bottom of the peer group (e.g. -100%)
	Peer Company- Acquired or taken private	Upon closing of the acquisition, Company removed from the peer group from the beginning of the performance period
No Adjustments	Stock buybacks or issuance	No special adjustments made
	Significant acquisition or divestiture	No adjustment except as determined by the Committee in its discretion
	Peer Company- Financial restatements occur after performance period ends	No adjustments made; captured in the next grant cycle

Exhibit 10.16

ATI INC.

EXECUTIVE SEVERANCE BENEFIT PLAN

Adopted February 21, 2024

ARTICLE I

NAME, PURPOSE AND EFFECTIVE DATE OF PLAN

1.1 Name of the Plan. ATI Inc. (together with its Subsidiaries, as defined in this Plan, the "Company") hereby establishes a severance benefit plan for Eligible Employees (as defined in this Plan), to be known as the ATI Inc. Executive Severance Benefit Plan (the "Plan") as set forth in this document. The Plan is intended to qualify as an employee welfare benefit plan within the meaning of Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

1.2 Purpose of the Plan. The purpose of the Plan is to provide Plan Participants (as defined in this Plan) a severance benefit in the event of certain Company-initiated Separations from Service without Cause (as defined in this Plan). The Plan is not intended as a replacement or substitution for any confidentiality or noncompete agreement between any person and the Company executed prior or subsequent to the effective date of the Plan.

1.3 Effective Date. The Plan is effective as of February 21, 2024.

ARTICLE II DEFINITIONS

2.1 Definitions. When the following words and phrases appear in this Plan, they shall have the respective meanings set forth below unless the context clearly indicates otherwise:

(a) **APP:** The Annual Performance Program or any successor plan.

(b) **Base Salary:** The base salary of an Eligible Employee at his or her current stated annual rate on the date of such Eligible Employee's Separation from Service. For the sake of clarity, Base Salary does not include overtime pay, cash or equity bonus or any other short or long-term incentive-based compensation or any other remuneration for any Eligible Employee.

(c) **Board:** The Board of Directors of the Company.

(d) **Cause:** Any termination of employment which is classified by the Company, in its sole discretion as a termination for cause, which may include, but shall not be limited to: (i) a Performance Termination; (ii) neglect of duty or misconduct of the Eligible Employee in discharging any of their duties and responsibilities; (iii) unexcused, or statutorily unprotected absenteeism or inattention to duties; (iv) failure or refusal to comply with the provisions of the Company's Corporate Guidelines for Business Conduct and Ethics or any other Company rule or policy; or (v) misconduct, including but not limited to, engaging in conduct that is in any way disloyal to the Company, fraudulent, dishonest, unethical or illegal, or which the Committee otherwise determines to be detrimental to the Company.

(e) **COBRA:** Medical continuation coverage elected under the provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985.

(f) **Code:** The Internal Revenue Code of 1986, as amended from time to time, and as construed and interpreted by valid regulations or rulings issued thereunder.

(g) **Committee:** The Compensation and Leadership Development Committee of the Board, or any successor committee thereof.

(h) **Comparable Position:** A position offered to an Eligible Employee, including but not limited to any position offered to an Eligible Employee by any successor entity in connection with any merger, reorganization, sale, spin-off or other disposition of the Company or any portion of the Company, will be considered a Comparable Position under this Plan unless the Committee determines in its sole discretion that: (i) there is a material diminution in the Eligible Employee's compensation, comparing the Total Target Annual Compensation offered to the Eligible Employee's Total Target Annual Compensation as in effect on the date of such offer, (ii) the geographic location at which the Eligible Employee must perform the services contemplated for the position offered is 50 miles or further away from the Eligible Employee's work location in effect

on the date of such offer, or (iii) the position offered to the Eligible Employee is a material diminution of the Eligible Employee's title, authority, duties or responsibilities. The determination whether a position offered will be considered a Comparable Position under this Plan shall be in the Committee's sole discretion. Any such determination by the Committee regarding whether an Eligible Employee is offered a Comparable Position shall be final and conclusive as to all Eligible Employees and other persons claiming rights under the Plan, subject to the Claim Procedure described in Article V of this Plan.

(i) Effective Date: February 21, 2024.

(j) Eligible Employee: The Company's CEO and members of the Company's Executive Council on the regular payroll of the Company. For purposes of this subsection, "on the regular payroll" shall mean paid through a payroll department of the Company and shall exclude employees classified by the Company as intermittent or temporary and persons classified by the Company as independent contractors, regardless of how such employees or persons may be classified by any government agency, instrumentality or court, whether federal, state or local, domestic or foreign.

(k) Participant: An Eligible Employee who has met the eligibility requirements to receive Severance Benefits pursuant to Article III.

(l) Performance Termination: Any termination of employment with the Company which is classified by the Company as a termination for unsatisfactory performance of duties, or inability to meet the requirements of the position.

(m) Plan Year: A twelve calendar month period from January 1 through December 31.

(n) Separation from Service: Termination of employment with the Company.

(o) Severance Benefits: The Severance Pay, COBRA, outplacement assistance services and Employee Assistance Program services provided to a Participant pursuant to Article IV hereof.

(p) Severance Pay: Salary continuation payment made to a Participant pursuant to Article IV hereof.

(q) Subsidiary: Any entity incorporated under the laws of one of the States of the United States, 50% or more of the voting securities or other interests entitled to vote for the election of one or more managers or directors or otherwise representing equity ownership of which are owned directly or indirectly by the Company.

(r) Total Target Annual Compensation: The sum of an Eligible Employee's Base Salary plus (i) such Eligible Employee's current target opportunity under the APP and (ii) the aggregate grant date target value of such Eligible Employee's most recent regular, annual long-term incentive award.

ARTICLE III

ELIGIBILITY AND PARTICIPATION

3.1 Participation. An Eligible Employee who is subject to a Company-initiated Separation from Service other than for Cause (as determined by the Committee) shall become a Participant, regardless of the Participant's retirement eligibility or other status under any other plan or program maintained by the Company, (a) provided such Eligible Employee executes, delivers and does not revoke, within any applicable revocation period, the Confidential Separation and Release Agreement required under Section 3.3 hereof and (b) effective upon the expiration of any such revocation period. For the sake of clarity, an Eligible Employee shall be deemed not to have been the subject of a Company-initiated Separation from Service (and, therefore, shall not be a Participant) if the Eligible Employee is being or has been offered a Comparable Position.

3.2 Duration. A Participant remains a Participant under the Plan until the earliest of:

(a) the date the Participant is no longer entitled to receive any further Severance Benefits under Article IV; or

(b) the date the Plan terminates.

3.3 Confidential Separation and Release Agreement. No Eligible Employee shall be deemed a Participant entitled to receive Severance Benefits hereunder unless such Eligible Employee (a) executes and delivers a Separation and Release Agreement (the "Agreement"), in the form required by the Company, within the period specified for such individual by the Company and (b) does not revoke such Agreement in writing within the 7-day period (or any other applicable revocation period) following the date on which it is executed and delivered.

3.4 Change in Control Agreements. Nothing in this Plan is intended to modify or supersede any Change in Control or similar agreement between the Company and any Eligible Employee or any other employee, the terms and conditions of which shall be controlling following any Change in Control as defined therein.

ARTICLE IV SEVERANCE BENEFITS

4.1 Severance Benefits. Each Participant shall receive the following Severance Benefits: .:

(a) **Severance Pay.** A Participant be entitled to Severance Pay equal to two times the Participant's Base Salary, provided the Participant has been a full-time employee of the Company for at least 12 consecutive months prior to such Participant's Separation from Service.

(i.) Unless otherwise specified by the Committee, Severance Pay shall be paid in approximately equal increments according to the Company's regular payroll schedule, beginning with the first full payroll period applicable to the Participant following the date on which they became a Participant.

(ii.) The Severance Pay determined pursuant to subsection 4.1(a) above will be offset by any amount paid to a Participant (but not less than zero) pursuant to the Worker Adjustment and Retraining Notification Act ("WARN"), or any similar state or other law, in lieu of notice thereunder. The benefits provided under this Plan are intended to satisfy any and all statutory obligations that may arise out of a Company-initiated Separation from Service, and the Committee shall so construe and implement the terms of the Plan.

(iii.) If, at the time Severance Pay is to be made hereunder, a Participant is indebted or obligated to the Company or any affiliate, then such Severance Pay shall be reduced by the amount of such indebtedness or obligation to the extent allowable under applicable federal or state law, provided that the Company may in its sole discretion elect not to reduce the Severance Pay by the amount of such indebtedness or obligation and provided that any such election by the Company shall not constitute a waiver of its claim of such indebtedness or obligation, in accordance with applicable law.

(iv.) Severance Pay hereunder shall not be considered "compensation" for purposes of determining any benefits provided under any pension, savings, or other benefit plan maintained by the Company.

(b) **Continuation of Coverage Under the Company's Medical Plan.** Provided that the Participant has timely elected, and he and/or any of his current dependents remains eligible for, continuation coverage under the Consolidated Omnibus Reconciliation Act of 1985 ("COBRA"), the Company will make COBRA continuation payments on behalf of the Participant as appropriate from the Participant's Separation from Service until the

earlier of (i) the first anniversary of the Participant's Separation from Service or (ii) such time as Executive otherwise becomes Medicare-eligible. The Participant shall be responsible for any additional months of COBRA coverage elected beyond the months of COBRA provided by the Company under this Plan. The Participant may also enroll in other applicable COBRA coverage (e.g. dental and/or the health care spending accounts); however, the Participant shall be responsible for and must pay the COBRA premium for such coverage.

(c) Outplacement Services. Up to six months of outplacement services will be provided by a designated service provider, provided that the aggregate cost thereof shall not exceed \$25,000 and provided, further, that such services are used within one year of the Participant's Separation from Service. Services shall be paid by the Company directly to the service provider upon documentation of the expenditure.

(d) Incentive Compensation Programs. Nothing in this Plan is intended to modify or supersede the terms and conditions of the Company's short- or long-term incentive compensation programs, including without limitation the APP, the Company's 2022 Incentive Plan or any successor plan thereto and any award agreements governing the terms and conditions of any award thereunder.

4.2 Withholding. A Participant shall be responsible for payment of any federal, Social Security, state, local or other taxes on Severance Benefits under the Plan. The Company shall deduct from Severance Pay any federal, Social Security, state, local or other taxes which are subject to withholding, as determined by the Company.

4.3 Forfeiture, Recoupment and Recovery of Overpayments. If it is determined that any amount paid to an individual under this Plan should not have been paid or should have been paid in a lesser amount, written notice thereof shall be given, and such individual shall promptly repay the amount of the overpayment to the Plan. Notwithstanding the foregoing, the Plan in all cases reserves the right to pursue collection of any remaining overpayments if the above recovery efforts under this paragraph have failed.

Without limiting the foregoing, if, following a Participant's Separation from Service for a reason other than the Participant's termination for Cause, the Company discovers facts that such Participant's Separation from Service could have been for Cause, such Participant's Separation from Service will be deemed to have been for Cause for all purposes, and as a result, (a) the Company will cease payment of any benefit otherwise payable to the Participant under the Plan and (b) the Participant will be required to repay to the Company all cash amounts received under the Plan that would not have been payable to such Participant had such Separation from Service been a termination for Cause under Section 3.1 above.

Further, all amounts to which a Participant is entitled under this Plan shall be subject to forfeiture and/or repayment to the Company to the extent and in the manner required (i) to comply with any requirements imposed under applicable laws, regulations, stock exchange listing rules or other rules; (ii) under the terms of the ATI Inc. Executive Compensation Recovery Policy, or other similar policy, to the extent applicable to the Participant, or under any other policy or guideline adopted by the Company for purposes

of fraud prevention, governance, avoidance of monetary or reputational damage to the Company and its affiliates or similar reasons, whether or not such policy or guideline was in place at the time the Participant becomes eligible to participate in this Plan (and such requirements shall be deemed incorporated into this Plan without the consent of the Participant).

ARTICLE V PLAN ADMINISTRATION

5.1 Powers. The Committee shall have all such powers as may be necessary to discharge its duties hereunder, including, but not by way of limitation, the power to construe or interpret the Plan, to determine all questions of eligibility hereunder, and to perform such other duties as may from time

to time be delegated to it by the Board. Any interpretations of this Plan by persons other than the Committee or individuals or organizations to whom the Committee has delegated administrative duties shall have no effect hereunder.

5.2 Decisions. All decisions of the Committee shall be uniformly and consistently applied to all Eligible Employees and Participants under this Plan in similar circumstances and shall be conclusive and binding upon all persons affected by them.

5.3 Books and Records. The records of the Company shall be conclusive evidence as to all information contained therein with respect to the basis for participation in the Plan and for the calculation of Severance Benefits.

5.4 Claim Procedure. The Committee procedure for handling all claims hereunder and review of denied claims shall be consistent with the provisions of ERISA. If a claim for Plan benefits is denied, the Committee shall provide a written notice within 90 days to the person claiming the benefits that contains the specific reasons for the denial, specific references to Plan provisions on which the Committee based its denial and a statement that the claimant may (a) request a review upon written application to the Committee within 60 days, (b) may review pertinent Plan documents and (c) may submit issues and comments in writing. If a claim is denied because of incomplete information, the notice shall also indicate what additional information is required. If additional time is required to make a decision on the claim, the Committee shall notify the claimant of the delay within the original 90-day period. This notice will also indicate the special circumstances requiring the extension and the date by which a decision is expected. This extension period may not exceed 90 days beyond the end of the first 90-day period.

The claimant may request a review of a denied claim by writing the Committee in care of the Chief Human Resources Officer or Chief Legal Officer. The appeal must, however, be made within 60 days after the claimant's receipt of notice of the denial of the claim. Pertinent documents may be reviewed in preparing an appeal, and issues and comments may be submitted in writing. An appeal shall be given a complete review by the Committee, and a written decision, including reasons, shall be provided within 60 days. If there are special circumstances requiring an extensive review, the Committee shall notify the claimant in a written notice within the original 60-day period of its receipt of the

appeal and indicating that the decision will be delayed. A final decision on the appeal shall be made within 120 days of the Committee's receipt of the appeal.

The Committee shall have all of the authority with respect to all aspects of claims for benefits under the Plan, and it shall administer this authority in its sole discretion.

5.5 Committee Discretion. Any action on matters within the discretion of the Committee, including but not limited to, the amount of Severance Pay or other Severance Benefits conferred upon a Participant, shall be final and conclusive as to all Eligible Employees and other persons claiming rights under the Plan. The Committee shall exercise all of the powers, duties and responsibilities set forth hereunder in its sole discretion. Notwithstanding anything in this Plan to the contrary, the Committee shall have the sole discretion to interpret the terms of the Plan included but not limited to, whether a Separation from Service is Company-initiated, whether an Eligible Employee's Separation from Service is for Cause or whether a Participant could have been terminated for Cause, whether an Eligible Employee is offered a Comparable Position, and whether any Severance Benefit shall be payable to any Eligible Employee under this Plan.

5.6 Plan Amendments. The Committee may from time to time modify, alter, amend or terminate the Plan. Any action permitted to be taken by the Board under the foregoing provision may be taken by the Company's Chief Human Resources Officer if such action is required by law. Any action taken by the Committee shall be made by or pursuant to a resolution duly adopted by the Committee and shall be evidenced by such resolution. The Committee also shall have the right to make any amendment retroactively which is necessary to bring the Plan into conformity with the Code or other applicable law. Any such amendment will be binding and effective for the Company.

5.7 Delegation of Duties. This Plan is sponsored by ATI Inc. The Committee reserves the right to delegate any and all administrative duties to one or more individuals or organizations. Any reference herein to any other entity or person, other than the Committee or any of its members, which is performing administrative services shall also include any other third-party administrators. The responsibilities of any third-party administrator may be governed, in part, by a separate administrative services contract.

ARTICLE VI
LIMITATIONS AND LIABILITIES

6.1 Non-Guarantee of Employment. Nothing contained in this Plan shall be construed as a contract of employment between the Company and any Eligible Employee or Participant, or as a right of any Eligible Employee to be continued in the employment of the Company, or as a limitation of the right of the Company to discharge any Eligible Employee with or without Cause. Nor shall anything contained in this Plan affect the eligibility requirements under any other plans or programs maintained by the Company, nor give any person a right to coverage under any other plan or program.

6.2 Non-Alienation. Except as otherwise provided herein, no right or interest of any Participant in the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, charge, attachment, garnishment, execution, levy, bankruptcy, or any other disposition of any kind, either voluntary or involuntary, prior to actual receipt of payment by the person entitled to such right or interest under the provisions hereof, and any such disposition or attempted disposition shall be void.

6.3 Applicable Law. This Plan is construed under, to the extent not preempted by federal law, enforced in accordance with and governed by the laws of the State of Delaware. If any provision of this Plan is found to be invalid, such provision shall be deemed modified to comply with applicable law and the remaining terms and provisions of this Plan will remain in full force and effect.

6.4 Notice. Any notice given hereunder is sufficient if given to the Eligible Employee by the Company, or if mailed to the Eligible Employee to the last known address of the Employee as such address appears on the records of the Company.

6.5 Service of Process. The Plan Administrator shall be the designated recipient of the services of process with respect to legal actions regarding the Plan.

6.6 No Guarantee of Tax Consequences. The Company makes no commitment or guarantee that any amounts paid to or for the benefit of a Participant under this Plan will be excludable from the Participant's gross income for federal, Social Security, or state income tax purposes, or that any other federal, Social Security, or state income tax treatment will apply to or be available to any Participant. It shall be the obligation of each Participant to determine whether each payment under this Plan is excludable from the Participant's gross income for federal, Social Security, and state income tax purposes, and to notify the Plan Administrator if the Participant has reason to believe that any such payment is not so excludable. This Plan is intended to be compliant with Section 409A of the Code and the guidance promulgated thereunder. Notwithstanding any other provision of this Plan, the Company and the Committee shall administer and interpret the Plan, and exercise all authority and discretion under the Plan, to satisfy the requirements of Code Section 409A and the guidance promulgated thereunder and any noncompliant provisions of this Plan will either be void or deemed amended to comply with Section 409A of the Code and the guidance promulgated thereunder.

6.7 Limitation of Liability. Neither the Company, the Plan Administrator, nor the Committee shall be liable for any act or failure to act which is made in good faith pursuant to the provisions of the Plan, except to the extent required by applicable law. It is expressly understood and agreed by each Eligible Employee who becomes a Participant, by virtue of their participation in the Plan, that, except for its or their willful misconduct or gross negligence, neither the Company, the Plan Administrator nor the Committee shall be subject to any legal liability to any Participant, for any cause or reason whatsoever, in connection with this Plan, and each such Participant hereby releases the Company, its officers and agents, and the Plan Administrator, and its agents, and the Committee, from any and all liability or obligation except as provided in this paragraph.

February 23, 2024
Board of Directors
ATI Inc.
2021 McKinney Avenue
Dallas, Texas

Ladies and Gentlemen:

Note 1 of the Notes to the Consolidated Financial Statements of ATI Inc. and subsidiaries (the Company) included in its Annual Report on Form 10-K for the year ended December 31, 2023 describes a change in the method of accounting for recognizing actuarial gains and losses for its defined benefit pension plans. The change in method of recognizing actuarial gains and losses is from a method that defers recognition of such gains and losses in Accumulated Other Comprehensive Loss on the Consolidated Balance Sheet and amortizes them into net periodic benefit costs over the average expected remaining life of plan participants to a method that recognizes actuarial gains and losses immediately in earnings on the Consolidated Statements of Operations. There are no authoritative criteria for determining a "preferable" method based on the particular circumstances; however, we conclude that such change in the method of accounting is to an acceptable alternative method which, based on your business judgment to make this change and for the stated reasons, is preferable in your circumstances.

Very truly yours,

/s/ Ernst & Young, LLP

Pittsburgh, Pennsylvania

SUBSIDIARIES OF THE REGISTRANT

The following lists the subsidiaries of ATI Inc., excluding those subsidiaries which, considered in the aggregate as a single subsidiary, do not constitute a significant subsidiary.

Name of Subsidiary	State or Country of Incorporation
ALC Funding Corporation	Delaware
Allegheny Ludlum, LLC	Pennsylvania
ATI Flat Specialty Rolled Products Holdings LLC	Pennsylvania
ATI Ladish LLC	Wisconsin
ATI Operating Holdings, LLC	Delaware
ATI Properties, Inc.	Delaware
Shanghai STAL Precision Stainless Steel Company Limited (1)	China
TDY Holdings, ATI Specialty Materials, LLC	Delaware
TDY Industries, LLC	California
TDY Holdings Limited	United Kingdom Pennsylvania
ATI Titanium Specialty Alloys & Components, LLC	Delaware

(1) Owned 60% by the registrant and 40% by China Baowu Steel Group Corporation Limited.

Consent of Independent Registered Public Accounting Firm

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

- (1) Registration Statement (Form S-3 No. 333-254906) of ATI Inc., and
- (2) Registration Statements (Form S-8 Nos. 333-265476, 333-238169, 333-203784, 333-217942, 333-188641, 333-145651, 333-59161, 333-10229, and 333-45965) pertaining to the employee benefit plans of ATI Inc.;

of our reports dated February 24, 2023 February 23, 2024, with respect to the consolidated financial statements of ATI Inc. and Subsidiaries subsidiaries and the effectiveness of internal control over financial reporting of ATI Inc. and Subsidiaries subsidiaries included in this Annual Report (Form 10-K) of ATI Inc. and Subsidiaries for the year ended December 31, 2022 December 31, 2023.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania

February 24, 2023 23, 2024

Exhibit 31.1

CERTIFICATIONS

I, Robert S. Wetherbee, certify that:

1. I have reviewed this report on Form 10-K of ATI Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023 February 23, 2024

/s/ Robert S. Wetherbee

Robert S. Wetherbee

Board Chair **President** and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Donald P. Newman, certify that:

1. I have reviewed this report on Form 10-K of ATI Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **February 24, 2023** February 23, 2024

/s/ Donald P. Newman

Donald P. Newman

Executive Vice President, Finance and
Chief 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

In connection with the Annual Report of ATI Inc. (the "Company") on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

Date: February **24, 2023** **23, 2024**

/s/ Robert S. Wetherbee

Robert S. Wetherbee

Board Chair **President** and Chief Executive Officer

Date: February **24, 2023** **23, 2024**

/s/ Donald P. Newman

Donald P. Newman

Executive Vice President, Finance and **Chief Financial Officer**

Chief Financial Officer

Exhibit 97.1

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ATI INC.

EXECUTIVE COMPENSATION RECOVERY POLICY

Purpose

ATI Inc. ("Company") is establishing this Executive Compensation Recover Policy ("**Policy**") to comply with Section 10D of the Securities Exchange Act of 1934 (the "**Exchange Act**"), Rule 10D-1 promulgated under the **Exchange Act** ("**Rule 10D-1**"), and Section 303A.14 of the New York Stock Exchange ("**NYSE**") Listed Company Manual (the "**Listing Standards**").

Administration

This Policy shall be administered by the Compensation and Leadership Development Committee of the Company's Board of Directors (the "**Board**") or such other independent committee of the Board to which the Board may, from time to time, delegate oversight responsibility with respect to matters of executive compensation (the "**Committee**"), or in the absence thereof, by the independent members of the Board, in which case references herein to the "**Committee**" shall be deemed references to such independent members of the Board.

It is intended that this Policy be interpreted in a manner that is consistent with the requirements of the Exchange Act, Rule 10D-1 and the Listing Standards. Subject thereto, the Committee is authorized to interpret and construe this Policy and to make all determinations and rules as it deems to be necessary or advisable for its administration. The Committee shall have the discretion and authority to engage such advisors or consultants as it deems necessary or appropriate to advise the Committee in the execution of its responsibilities under this Policy and to review and approve any fees associated with the same. Any determinations made by the Committee shall be final and binding on all affected individuals.

Covered Executives

This Policy applies to the Company's current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the definition of executive officer set forth in Rule 10D-1, and the Listing Standards. For the sake of clarity, such executive officers include solely those current and former officers of the Company who are or have been designated by the Board from time to time as executive officers required to file reports of ownership and transactions under Section 16 of the Exchange Act ("**Covered Executives**"). Each such Covered Executive who is an executive officer of the Company as of the effective date of this Policy, or who thereafter becomes an executive officer of the Company at any time

thereafter (while this Policy, as it may be amended from time to time, is in effect) is required to sign and deliver a Recovery Policy Acknowledgement in the form attached to this Policy as Exhibit B.

Requirement for Executive Compensation Recovery.

In the event that the Company is required to prepare an Accounting Restatement (as defined below), it shall reasonably promptly require reimbursement or forfeiture of any Excess Incentive Compensation (as defined below), received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, and including any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years (provided that a transition period comprising a period of at least nine months shall count as a full fiscal year for purposes of this Policy), provided that this Policy and the Company's obligation to recover Excess Compensation hereunder shall apply solely to contracts or arrangements pertaining to Incentive-Based Compensation the receipt of which occurred or occurs (a) on or after October 2, 2023 and (b) while the Company has a listed class of securities. The Company is directed pursuant to this Policy to recoup Excess Incentive Compensation in compliance with this Policy unless the Committee has determined that recovery would be impracticable solely for the limited reasons, and subject to the procedural and disclosure requirements, outlined in Exhibit A to this Policy.

Recovery of amounts as required under this Policy with respect to a Covered Executive shall not require the finding of any misconduct by such Covered Executive or that such Covered Executive is responsible for any error associated with an Accounting Restatement.

For purposes of this Policy:

"Accounting Restatement" means an accounting restatement of the Company's financial statements due to material noncompliance with any financial reporting requirement under U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The following shall not constitute an Accounting Restatement, unless otherwise provided in currently-applicable accounting rules: (i) out-of-period adjustments; (ii) retrospective application of a change in accounting principal; (iii) retrospective revision to reportable segment information due to a change in the structure of the internal organization of the Company and its subsidiaries; (iv) retrospective application of a change in reporting entity, such as from a reorganization of entities under common control; and (v) retrospective revision for stock splits, reverse stock splits; stock dividends or other change in capital structure.

The date on which the Company is **"required to prepare"** an accounting restatement is the earlier of (i) the date the Board concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement, in each case regardless of whether or when the restated financial statements are filed, provided that in the case of clause (ii), recovery shall only be required if such action by such court, regulator or other legally authorized body, as applicable, is final and non-appealable. The Company's

obligation to seek recovery of Excess Incentive Compensation pursuant to this Policy is triggered as of the date on which the Company is required to prepare an Accounting Restatement, as described in the preceding sentence, and is not dependent on if, or when, the applicable restated financial statements ultimately are filed.

"Excess Incentive Compensation" means the excess of (i) Incentive-Based Compensation (as defined below) actually received by a Covered Executive after beginning his or her service as a Covered Executive, as long as he or she served as a Covered Executive at any time during the

performance period for that Incentive-Based Compensation, over (ii) the amount of such Incentive-Based Compensation that such Covered Executive would have received had it been determined based on the Company's restated results as reflected in the applicable Accounting Restatement. Excess Incentive Compensation shall be determined by the Board without regard to any taxes paid by the Covered Executive with respect to the Excess Incentive Compensation.

For Incentive-Based Compensation based on the Company's stock price or total shareholder return: (i) the Committee shall determine the amount of Excess Incentive Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received; and (ii) the Company shall maintain documentation of such determination and provide such documentation to the NYSE to the extent required pursuant to the Listing Standards.

"Financial Reporting Measure" means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived in whole or in part from such measure. For purposes of this Policy, Financial Reporting Measures include, but are not limited to, the following, and any measures derived from the following: revenues; EBIT; EBITDA; net income; Company stock price; and total shareholder return. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the Securities Exchange Commission in order to satisfy the foregoing definition.

"Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. For the avoidance of doubt, Incentive-Based Compensation does not include: (a) salaries; (b) amounts received solely at the discretion of the Committee or the Board and not from a pool determined by the satisfaction of a Financial Reporting Measure standard; (c) amounts received solely upon satisfaction of one or more subjective standards or strategic or operational measures or standards; or (d) amounts received solely on the basis of service or the passage of time.

Incentive-Based Compensation is **"received"** for purposes of this Policy in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

Method of Recovery

The Committee shall determine, in its sole discretion, the timing and method for promptly recouping Excess Incentive Compensation from a Covered Executive, provided that, to the extent (i) such Excess Incentive Compensation consists of amounts received by, but not yet paid to, such Covered Executive, such unpaid amounts shall be forfeited, and (ii) any remaining

Excess Incentive Compensation consists of amounts previously paid in cash or shares of the Company's common stock still held by the Covered Executive, he or she shall be entitled choose whether to repay such amounts in cash, shares of the Company's common stock, or any combination thereof.

Subject to the foregoing, the application of the Listing Standards and compliance with any applicable law, the Committee may recover amounts under this Policy from any amount otherwise payable to the Covered Executive. Additional methods by which the Committee may determine to recoup Excess Incentive Compensation may include without limitation:

- (i) seeking reimbursement of all or part of any cash or equity Incentive-Based Compensation previously paid;
- (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- (iii) cancelling prior cash or equity-based awards, whether vested or unvested or paid or unpaid;
- (iv) cancelling or offsetting against any planned future cash or equity-based awards;
- (v) forfeiture of deferred compensation, subject to compliance with Section 409A of the Internal Revenue Code (the **"Code"**) and the regulations promulgated thereunder, and

(vi) any other method authorized by applicable law or contract.

No Indemnification of Covered Executives

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Excess Incentive Compensation. The Company is prohibited from paying or reimbursing a Covered Executive for purchasing insurance to cover any such loss.

Board Indemnification

No member of the Board shall be personally liable for any action, determination or interpretation made with respect to this Policy, and each member of the Board shall be fully indemnified by the Company to the fullest extent under applicable law and Company organizational documents and policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company organizational documents and policy.

Effective Date

This Policy shall be effective as of October 2, 2023 (the “Effective Date”). The terms of this Policy shall apply to any Incentive-Based Compensation that is received by Covered Executives on or after the Effective Date, even if such Incentive-Based Compensation was approved, awarded, granted or paid to Covered Executives prior to the Effective Date.

Amendment and Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with Section 10D of the Exchange Act, applicable regulations promulgated pursuant thereto, and any rules or standards adopted by NYSE including but not limited to Section 303A.14 of the Listing Standards, and to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Board may terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. The Committee or the Board may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment, recovery or forfeiture that may be available to the Company pursuant to the terms of any incentive plan, employment agreement, equity award agreement, settlement agreement or similar agreement, including but not limited to Section 15(j) of the Company's 2020 Incentive Plan, 2022 Incentive Plan or any similar provision included in any subsequently adopted incentive compensation plan and any other legal remedies available to the Company.

Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision shall 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.

Governing Law

This Policy and all rights and obligations hereunder are governed by and construed in accordance with the internal laws of the State of Delaware, excluding any choice of law rules or principles that may direct the application of the laws of another jurisdiction. Any dispute, controversy or claim

arising out of or relating to this Policy shall be resolved by confidential final and binding arbitration by three arbitrators conducted in Pittsburgh, Pennsylvania, administered by and in accordance with the then-existing JAMS Comprehensive Arbitration Rules and Procedures. Any dispute regarding the scope of the arbitration (including the matters subject to arbitration and any legal issues arising in the arbitration) shall be resolved by the arbitrators. Any expenses incurred by the prevailing party in any such proceeding will be the responsibility of the opposing party or parties.

Successors

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

Exhibit Filing Requirement

A copy of this Policy and any amendments thereto shall be posted on the Company's website and filed as an exhibit to the Company's annual report on Form 10-K.

Exhibit A

Impracticability of Recovery

The Company must seek to recoup Excess Incentive Compensation in compliance with this Policy unless the Committee has determined that recovery would be impracticable solely because:

(a) The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered; provided that prior to concluding that it would be impracticable to recover any amount of Excess Incentive Compensation based on expense of enforcement, the Committee must make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover and provide that documentation to NYSE;

(b) Recovery would violate home country law of the Company where that law was adopted prior to November 28, 2022; provided that prior to concluding that it would be impracticable to recover any amount of Excess Incentive Compensation based on violation of home country law of the issuer, the Committee must satisfy the applicable opinion and disclosure requirements of Rule 10D-1 and the Listing Standards; 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 reg

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