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# DELTA REPORT

## 10-K

RYI - RYERSON HOLDING CORP

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

The following comparison report has been automatically generated

**TOTAL DELTAS** 3356

<span style="color: yellow;">█</span>	<b>CHANGES</b>	516
<span style="color: pink;">█</span>	<b>DELETIONS</b>	1502
<span style="color: green;">█</span>	<b>ADDITIONS</b>	1338

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**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** 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 No. 001-34735

**RYERSON HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE

**26-1251524**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

227 W. Monroe St., 27<sup>th</sup> Floor

Chicago, Illinois 60606

(Address of principal executive offices)

(312) 292-5000

(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value, 100,000,000 shares authorized	RYI	New York Stock Exchange

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	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. Yes  No

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of a share of the registrant's common stock on June 30, 2022 June 30, 2023 as reported by the New York Stock Exchange on such date was approximately \$422,950,843 1,097,450,065. Shares of the registrant's common stock held by each executive officer, director, and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose. As of February 20, 2023 February 19, 2024 there were 36,988,544 34,018,705 shares of our Common Stock, par value \$0.01 per share, outstanding.

## DOCUMENTS INCORPORATED BY REFERENCE

The information required to be furnished pursuant to Part III of this Form 10-K will be set forth in, and incorporated by reference from, the registrant's definitive proxy statement for the annual meeting of stockholders (the "2022 "2023 Proxy Statement"), which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains "forward-looking statements." Such statements can be identified by the use of forward-looking terminology such as "objectives," "goals," "preliminary," "range," "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those anticipated or implied in the forward-looking statements as a result of various factors. Among the factors that significantly impact the metals distribution industry and our business are:

- highly cyclical fluctuations resulting from, among others, seasonality, market uncertainty, and costs of goods sold;
- remaining competitive and maintaining market share in the highly competitive and fragmented metals distribution industry;
- managing the costs of purchased metals relative to the price at which we sell our products during periods of rapid price escalation or deflation;
- the management of inventory and other costs and expenses;
- customer, supplier, and competitor consolidation, bankruptcy, or insolvency;
- the impairment of goodwill that could result from, among other things, volatility in the markets in which we operate;
- the impact of geopolitical events, including Russia's invasion of Ukraine and global trade sanctions; events;
- future funding for postretirement employee benefits may require substantial payments from current cash flow;
- the failure to effectively integrate newly acquired operations;
- the regulatory and other operational risks associated with our operations located outside of the United States ("U.S.");
- the ability of management to focus on North American and foreign operations;
- currency fluctuations in the U.S. dollar versus the Canadian dollar, the Chinese renminbi, the Mexican peso, and the Hong Kong dollar;
- the adequacy of our efforts to mitigate cyber security risks and threats;
- reduced production schedules, layoffs or work stoppages by our own, our suppliers', or customers' personnel;
- certain employee retirement benefit plans are underfunded and the actual costs could exceed current estimates;
- prolonged disruption of our processing centers;
- the ability to retain and attract management and key personnel;
- our risk management strategies may result in losses;

- the incurrence of substantial costs or liabilities to comply with, or as a result of violations of, environmental laws;
- the impact of new or pending litigation against us;
- the risk of product liability claims;
- our indebtedness and the covenants in instruments governing such indebtedness;
- the ability to comply with the terms of our asset-based credit facility; and
- the ownership influence of a significant portion of our equity securities by a single investor group over our policies and procedures.

These risks and uncertainties could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth in this Annual Report under "Risk Factors" and the caption "Industry and Operating Trends" included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Annual Report. Moreover, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. We do not undertake any obligation to revise or publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Annual Report or to reflect the occurrence of unanticipated events.

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## PART I

### ITEM 1. BUSINESS.

Ryerson Holding Corporation ("Ryerson Holding"), a Delaware corporation, is the parent company of Joseph T. Ryerson & Son, Inc. ("JT Ryerson"), a Delaware corporation. Affiliates of Platinum Equity, LLC ("Platinum") own approximately **15,924,478** **3,924,478** shares of our common stock, which is approximately **43%** **11.5%** of our issued and outstanding common stock.

We are a leading value-added processor and distributor of industrial metals with operations in the United States ("U.S." U.S.) through JT Ryerson and other U.S. subsidiaries, in Canada through our indirect wholly-owned subsidiary Ryerson Canada, Inc., a Canadian corporation ("Ryerson Canada"), and in Mexico through our indirect wholly-owned subsidiary Ryerson Metals de Mexico, S. de R.L. de C.V., a Mexican corporation ("Ryerson Mexico"). In addition to our North American operations, we conduct metal processing and distribution operations in China through an indirect wholly-

owned subsidiary, Ryerson China Limited, a Chinese limited liability company ("Ryerson China"). Unless the context indicates otherwise, Ryerson Holding, JT Ryerson, Ryerson Canada, Ryerson Mexico, and Ryerson China together with their subsidiaries, are collectively referred to herein as "Ryerson," "we," "us," "our," or the "Company."

## Our Company

We are one of the largest value-add processors and distributors of industrial metals in North America measured in terms of sales. We have approximately 4,200 4,600 employees across 96 110 facilities in North America and four facilities in China. Through this network we serve approximately 40,000 customers across a wide range of manufacturing end-markets. Our customers range from local, independently owned fabricators and machine shops to large, international original equipment manufacturers. We carry a full line of nearly approximately 75,000 products in stainless steel, aluminum, carbon steel, and alloy steels and a limited line of nickel and red metals in various shapes and forms. In addition to our metals products, we offer numerous value-added processing and fabrication services, and nearly 80% of the products we sell are processed to meet customer requirements.

Our business strategy includes providing a superior level of customer service and responsiveness, technical services, and inventory management solutions while maintaining low operating costs in order to maximize financial results. Our growth strategy is based on increasing our operating results through organic growth activities and strategic acquisitions.

To that end, we continue to focus on our interconnected network, systems, and enhancing our value-added services and online presence to provide increased access, functionality, and flexibility to our customers. We are using advanced analytics to improve pricing and inventory utilization. Our service centers are strategically located near our customers, which permits us to quickly process and deliver our products and services, often the day after receiving an order. We own, lease, or contract a fleet of tractors and trailers, allowing us to efficiently meet our customers' delivery demands. Our range of products together with our breadth of services allows us to service a diverse customer base and to create long-term partnerships with our customers and enhances our profitability.

We focus on strategic acquisitions that complement and enhance our product, customer, and geographic diversification. Ryerson's M&A strategy includes both transformative turnaround acquisitions and value-add, bolt-on acquisitions. Recently, Ryerson has focused on bolt-on acquisitions. In 2022, 2023, Ryerson's larger acquisitions included Excelsior, Inc. ("Excelsior") BLP Holdings, LLC, Norlen Incorporated, TSA Processing, and Howard Precision Metals, Inc. ("Howard"). Excelsior is a full-service fabrication and machining company based in Fresno, California with advanced processing capabilities including machining centers, laser and waterjet cutting, welding, and complex assemblies that are a value-add to Ryerson's processing capabilities. Howard, based in Milwaukee, Wisconsin, is one of the largest aluminum distributors in the Midwest, specializing in value-added processing services including high-quality precision-cut aluminum plate and saw-cut extruded aluminum bar distribution. Hudson Tool Steel Corporation. Please refer to the Section titled "Acquisitions" of Item 7, "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and Note 2 — "Acquisitions" of Part II, Item 8 "Financial Statements and Supplementary Data" for further information regarding all acquisitions made in 2022, 2023.

## Industry Overview

Metals service centers serve as key intermediaries between metal producers and end users of metal products. They purchase in scale and sell in smaller quantities. End-users often look for “one-stop” suppliers that offer lower order volumes, shorter lead times, more reliable delivery, and processing services. Metal producers mainly sell metals in the form of standard-sized coils, sheets, plates, structurals, bars, and tubes in large quantities, with longer lead times, and limited inventory. Metal service centers serve as key intermediaries closing the gap between metal producers’ supply and end-users’ demand.

By aggregating end-users’ demand and purchasing metal in bulk to take advantage of economies of scale, metals service centers may purchase, process, and deliver metal to end-users in a more efficient and cost-effective manner than the end-user may achieve by

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dealing directly with the primary producer. Further, specialized metals processing equipment is costly and requires high-volume production to be cost effective, and many customers are not able or willing to invest in the necessary technology, equipment, and warehousing of inventory to efficiently and effectively perform metal processing for their own operations. Due to this, many customers have reduced their in-house processing capabilities, opting to source processed metal from service centers like us. This

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saves our customers time, labor, and expense, reducing their overall manufacturing costs, while permitting us to increasingly focus on value-added services and expanding our mix of fabrication products, which typically sell at higher margins. This supports our capital expenditures on processing equipment to grow annual gross profit margin.

Our industry is highly fragmented with the largest companies accounting for only a small percentage of total market share. The majority of metals services companies have limited product lines and inventories, with customers located in a specific geographic area. In general, competition is based on quality, service, price, and geographic proximity. We primarily compete with other metals service centers and to a lesser extent with metal producers.

The metals service center industry typically experiences cash flow trends that are counter-cyclical to the revenue and volume growth of the industry. During an industry downturn, companies generally reduce working capital assets and generate cash as inventory and accounts receivable balances decline, and as a result, operating cash flow and liquidity tend to increase during a downturn.

## Competitive Strengths

### ***Leading Market Position in North America.***

Based on sales, we are one of the largest service center companies for carbon, stainless steel, and aluminum in the North American market where we have a broad geographic presence with 96<sup>110</sup> facilities.

Our service centers are located near our customer locations, enabling us to timely deliver to customers across numerous geographic markets. Additionally, our widespread network of locations in the U.S., Canada, and Mexico helps us to utilize our expertise to efficiently serve customers with complex supply chain requirements across multiple manufacturing locations. We believe this is a key differentiator for customers who need a supplier that can reliably and consistently support them. Our ability to transfer inventory among our facilities better enables us to timely and profitably source and process specialized items at regional locations throughout our network than if we were required to maintain inventory of all products and specialized equipment at each location.

### ***Broad Geographic Reach Across Attractive End Markets.***

Our operations serve a diverse range of industries including commercial ground transportation, metal fabrication and machine shops, industrial machinery and equipment manufacturing, consumer durable equipment, HVAC manufacturing, construction equipment manufacturing, food processing and agricultural equipment manufacturing, and oil and gas. We believe this broad range of industries in which we sell our products and services reduces our risk related to a downturn in a specific industry. We believe that our ability to quickly adjust our offerings based on regional and industry specific trends creates stability while also providing the opportunity to access specific growth markets. We are focused on expanding our presence within growing, secular markets, including electric vehicles and renewable energy.

### ***Established Platform for Organic and Acquisition Growth.***

Our growth strategy is based on increasing our operating results through organic growth activities and strategic acquisitions that enhance our service, product, customer, and geographic diversification. Our strategies include investing in value-added processing capabilities, analytically targeting attractive customers and end markets with our supply chain optimization service model, industry consolidation through targeted M&A, and providing customers faster and easier solutions to their metal needs, which we believe will provide us with growth opportunities.

Given the highly fragmented nature of the metals service center industry, we believe there are numerous additional opportunities to acquire businesses and incorporate them into our existing infrastructure. When integrating acquired businesses into our operational model, we may draw on our large scale and geographic reach to improve operational and financial performance through greater purchasing power, improved expense and working capital management, increased access to additional end markets, and broadening product mix.

### **Lean Operating Structure Providing Operating Leverage.**

We have demonstrated the ability to effectively manage expenses through tactical productivity and spending improvements. In a stronger demand environment for metals service centers characterized by increases in shipments and/or pricing, we believe that most additional expenses to service higher revenues and margin would come from leveraging economies of scale across our fixed expenses. In 2022, our warehousing, selling, general, and administrative expenses increased by \$24.0 million compared to 2021, but decreased as a percentage of sales by 90 basis points, illustrating our ability to manage cost pressures and realize expense leverage.

### **Extensive Breadth of Products and Services for Diverse Customer Base.**

We believe our broad product mix and marketing approach provides customers with a “one-stop shop” solution few other metals service center companies are able to offer. We provide a broad range of processing and fabrication services to meet the needs of our approximately 40,000 customers and typically fulfill more than approximately 1,000,000 orders per year. We provide supply chain solutions, including just-in-time delivery and value-added processing, to many original equipment manufacturing customers.

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For the year ended December 31, 2022 December 31, 2023, no single customer, including their subcontractors, accounted for more than 6% 8% of our sales, and our top 10 customers, including their subcontractors accounted for less than 16% of our sales.

### **Strong Relationships with Suppliers.**

We are among the largest purchasers of metals in North America and have long-term relationships with many of our North American suppliers. We believe we are frequently one of the largest customers of our suppliers and that concentrating our orders among a core group of suppliers is effective for obtaining favorable pricing and service. We believe we have the opportunity to further leverage this strength through continued focus on price and volume using an analytics-driven approach to procurement. In addition, we view our strategic suppliers as supply chain partners. We focus on logistics, lead times, rolling schedules, and scrap return programs to drive value-based buying that is advantageous for us. Metals producers worldwide are consolidating, and large, geographically diversified customers, such as Ryerson, are desirable partners for these larger suppliers. Our relationships with suppliers often provide us with access to metals when supply is constrained. Through our knowledge of the global metals marketplace and capabilities of specific mills, we believe we have developed an advantageous global purchasing strategy.

## **Experienced Management Team with Deep Industry Knowledge.**

Our senior management team has extensive industry and operational experience and has been instrumental in optimizing and implementing our strategy. Our senior management has an average of more than 30 years of experience in the metals or service center industries. Our Chief Executive Officer (“CEO”) and President, Mr. Edward Lehner, who joined the Company in August 2012 as Chief Financial Officer (“CFO”) and became CEO in June 2015, has 31 32 years of experience, predominantly in the metals industry. Mr. Mike Burbach, our Chief Operating Officer, has over 39 40 years of experience with the Company and previously served as the President of the North-West Region of the Company. Mr. Jim Claussen, Executive Vice President & CFO, has 28 29 years of industry experience.

## **Industry Outlook**

The Institute for Supply Management's Purchasing Managers' Index (“PMI”) reported slowing growth for most of 2022 contracting factory activity throughout 2023 with readings decreasing, yet still above 50%, indicating expansion in factory activity. This downward consistently below the growth threshold of 50. The contractionary trend continued indicated by PMI began with readings turning dropping below 50% 50 starting in November 2022 and continued into continuing through December of 2023, marking 14 consecutive months, with the most recent reading of 47.4% 47.4 for January. December 2023. The PMI measures the economic health of the manufacturing sector and is a composite index based on five indicators: new orders, inventory levels, production, supplier deliveries, and the employment environment. PMI readings can be a good indicator of industrial activity and general economic growth.

Additionally, the The Department of Commerce announced that real GDP increased 2.1% 2.5 percent in 2022 2023 and the Federal Reserve Bank of Philadelphia projected that the median growth rate in real GDP would be 0.7%, 1.8%, 1.7 percent, 1.8 percent, and 2.2% 2.1 percent for 2023, 2024, 2025, and 2025, 2026, respectively.

Steel demand in North America is largely dependent on growth of the automotive, industrial equipment, consumer appliance, and construction end markets. Our end markets are supported by reflect the strength performance of the manufacturing economy, and according to the latest Livingston Survey, published by the Federal Reserve Bank of Philadelphia, U.S. industrial production is expected to have expanded by 4.3% 0.3 percent in 2022 2023 and is further expected to grow by 0.5% 0.5 percent in 2023 2024 and 2.2% 1.4 percent in 2024.2025.

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## **Products and Services**

We carry a full line of carbon steel, stainless steel, alloy steels, and aluminum, and a limited line of nickel and red metals. These materials are stocked in a number of shapes, including coils, sheets, rounds, hexagons, square and flat bars, plates, structurals, and tubing.

We also provide a wide variety of processing services to meet our customers' needs. Most of the products that we carry require expensive specialized equipment for material handling and processing. We believe few of our customers have the capability to process the metal into the desired sizes, forms, or finishes or they are unwilling to incur the significant capital expenditures to acquire the necessary equipment. We are growing and diversifying our product mix mainly as a result of our targeted growth strategy to provide increased levels of value-added processing services. We believe our enhanced processing capabilities will increase our ability to sell higher-margin metals processing services to a larger group of customers. We expect this, together with our focus on maintaining pricing discipline related to our processing services, will increase our gross profit margin.

We had capital expenditures of \$274.6 million \$358.1 million in the five-year period ended December 31, 2022 December 31, 2023. We are increasing our investments in processing equipment to offer more value-added processing to our customers in an effort to increase our margins and profitability. We currently perform processing services on nearly 80% of the materials sold by us.

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The following pie charts show our percentage of sales by major product lines for 2022 2023 and 2021:2022:



We are not dependent on any particular customer group or industry because we process and distribute a variety of metals. This diversity of product type and material reduces our exposure to fluctuations or other weaknesses in the financial or economic stability of particular customers or industries. We are also less dependent on any particular suppliers as a result of our product diversification. See pie charts showing our sales by metal consuming industry within "Customers and Markets" discussion below.

## Customers and Markets

Our customer base is diverse, numbering approximately 40,000 in a variety of industries, including metal fabrication and machine shops, industrial machinery and equipment, commercial ground transportation, consumer durable, food processing and agricultural equipment, construction equipment, HVAC, and HVAC. oil & gas. Although we sell directly to many large original equipment manufacturers, the majority of our sales are to smaller customers, including small machine shops and fabricators, in small quantities with frequent deliveries, helping them manage their working capital and credit needs more efficiently.

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For the year ended **December 31, 2022** **December 31, 2023**, no single customer, including their subcontractors, accounted for more than **6%** **8%** of our sales, and our top 10 customers, including their subcontractors, accounted for **approximately** **less than** 16% of our sales. Substantially all of our sales are attributable to our U.S. operations and substantially all of our long-lived assets are located in the U.S.

The following pie charts show the Company's percentage of sales by metal consuming industry for **2022** **2023** and **2021:2022**:



Our customers are primarily located throughout the U.S., but we also have international customers. Our decentralized operating structure and facilities located near or close to most of our customers enable an efficient delivery system capable of handling a high frequency of short lead time orders. We transport our products directly to customers via our in-house and dedicated truck fleet, which further supports the just-in-time delivery requirements of our customers, and via third-party trucking firms.

We process our metals to specific customer orders as well as for stocking programs. Many of our larger customers commit to purchase on a regular basis at agreed upon or indexed prices for periods ranging from three to twelve months. To help mitigate price volatility risks, these price commitments are generally matched with corresponding supply arrangements, or to a lesser degree by commodity hedges. Customers notify us of specific release dates for processed products. Customers typically notify us of release dates anywhere from on a just-in-time basis to one month before the release date. Consequently, we are required to carry sufficient inventory to meet the short lead time and just-in-time delivery requirements of our customers.

We **also** have international facilities located in Canada, Mexico, and China. Net sales of our international locations (based on where the shipments originated) accounted for **8.8%** **9.1%** of our consolidated **2022** **2023** net sales, or **\$558.6 million** **\$466.4 million**. See Note **14** **13** — “Segment information” of Part II, Item 8 “Financial Statements and Supplementary Data” for further information on U.S. and foreign revenues and assets.

Customer demand may change from time to time based on, among other things, general economic conditions and industry capacity. Many of the industries in which our customers compete are cyclical in nature. We believe that our various and diverse offerings, **ways-to-markets**, **ways-to-market**, and end markets reduce the volatility of our business in the aggregate, thus somewhat reducing earnings volatility. A portion of our customers experience seasonal slowdowns. Our

sales, as measured in tonnage sold, in the months of July, November, and December traditionally have been lower than in other months because of a reduced number of shipping days and holiday or vacation closures for some customers. Consequently, our sales in the first two quarters of the year are usually higher than in the third and fourth quarters.

## **Suppliers**

We purchase the majority of our inventories from key domestic metals suppliers. Because of our total volume of purchases and our long-term relationships with our suppliers, we believe that we are generally able to purchase inventory at the best prices offered by our suppliers.

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For the year ended **December 31, 2022** **December 31, 2023**, our top 25 suppliers, including their subcontractors, accounted for approximately 78% of our purchase dollars. We are generally able to meet our materials requirements because we use many suppliers, there is a substantial overlap of product offerings from these suppliers, and there are several other suppliers able to provide identical or similar

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products. While the metals producing supply base has experienced significant consolidation and supply interruptions in the past, we believe both our size and our long-term relationships with our suppliers has enabled us to meet our material requirements and will continue to allow us to do so in the future.

## **Sales and Marketing**

We maintain our own professional sales force. In addition to our office sales staff, we market and sell our products through the use of our field sales force that we believe has extensive product and customer knowledge and offers a comprehensive catalog of our products. Our office and field sales staff, which together consist of approximately 850 employees, include technical personnel. Additionally, we offer our customers the ability to purchase our products through our e-commerce website.

Because much of our business is relationship-based, we operate under many different trade names. Businesses we acquire often have strong customer relationships and solid reputations, and we will often continue to use the acquired business name to maintain existing customer relationships.

## **Capital Expenditures**

In 2022, 2023, we continued to focus on organic growth by expanding and modernizing existing facilities, adding new state-of-the-art facilities, and adding processing equipment. Investments by us in property, plant, and equipment, together with asset retirements for the five years ended December 31, 2022 December 31, 2023, excluding the initial purchase price of acquisitions are set forth below. The net capital change during such period aggregated to an increase of \$134.6 million \$223.2 million.

	Retirements			Retirements					
	Additions	or Sales	Net	Additions	or Sales	Net			
	(In millions)			(In millions)					
2023				\$ 121.9	\$ 0.4	\$ 121.5			
2022	\$ 105.1	\$ 8.3	96.8	105.1	8.3	96.8			
2021	59.3	68.5	(9.2)	59.3	68.5	(9.2)			
2020	26.0	0.2	25.8	26.0	0.2	25.8			
2019	45.8	57.5	(11.7)	45.8	57.5	(11.7)			
2018	38.4	5.5	32.9						

The net reductions in 2019 and 2021 are related to sale lease-back transactions. See Part II, Item 8, Note 5: Property, Plant, and Equipment for additional information on the 2021 sale-leaseback transactions. The lower amount of additions in 2020 was caused by capital expenditures deferred to 2021 and 2022 as spending was reduced due to uncertainties surrounding the COVID-19 pandemic. We currently anticipate capital expenditures, excluding acquisitions, of up to approximately \$95 million \$110 million for 2023, 2024, much of which is related to purchases geared towards highly accretive projects focused on strategic initiatives, IT infrastructure investment, and growth, along with maintenance projects. We expect all of the 2023 2024 capital expenditures to be funded using proceeds from the cash generated by operations and borrowings on our \$1.3 billion revolving credit facility ("the Ryerson Credit Facility"). operations. We will continue to evaluate and execute each growth project in light of the economic conditions and outlook at the time of investment and may significantly reduce our capital expenditures if economic conditions warrant a more conservative approach to capital allocation. For the long term, we expect capital expenditures to normalize to a rate that approximates depreciation.

### Environmental, Health, and Safety Matters

Our facilities and operations are subject to many federal, state, local, and foreign laws and regulations relating to the protection of the environment and to health and safety. In particular, our operations are subject to requirements relating to waste disposal, recycling, air and water emissions, the handling of regulated materials, remediation, underground storage tanks, asbestos-containing building materials, workplace exposure, and other matters. We believe that our operations are currently in compliance with all such laws and do not presently anticipate substantial expenditures in the foreseeable future in order to meet environmental, workplace health or safety requirements, or to pay for any investigations, corrective action, or claims. However, claims, enforcement actions, or investigations regarding personal injury, property damage, or violation

of environmental laws could result in substantial costs to us, divert our management's attention, and result in significant liabilities, fines, or the suspension or interruption of our facilities.

We continue to analyze and implement safeguards to mitigate any environmental, health, and safety risks we may face. As a result, additional costs and liabilities may be incurred to comply with future requirements, including California and the proposed SEC climate disclosure requirements, or to address newly discovered conditions, and these costs and liabilities could have a material adverse effect on the results of operations, financial condition, or cash flows. For

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example, there is increasing likelihood that additional regulation of greenhouse gas emissions will occur at the federal, state, local, and foreign level, which could affect us, our suppliers, and our customers. While the costs of compliance could be significant, given the uncertain outcome and timing of future action by the U.S. federal government and states on this issue, we cannot accurately predict the full financial impact of current and future greenhouse gas regulations on our operations or our customers at this time. We do not currently anticipate any new programs disproportionately impacting us compared to our competitors.

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Some of the properties currently or previously owned or leased by us are located in industrial areas or have a long history of heavy industrial use. We may incur environmental liabilities with respect to these properties in the future including costs of investigations, corrective action, claims for natural resource damages, claims by third parties relating to property damages, or claims relating to contamination at sites where we have sent waste for treatment or disposal. Based on currently available information we do not expect any investigation, remediation matters, or claims related to properties presently or formerly owned, operated, or to which we have sent waste for treatment or disposal would have a material adverse effect on our financial condition, results of operations, or cash flows.

In October 2011, the United States Environmental Protection Agency (the "EPA") named JT Ryerson as one of more than 100 businesses that may be a potentially responsible party ("PRP") for the Portland Harbor Superfund Site (the "PHS Site"). On January 6, 2017, Site. See Note 12: Commitments and Contingencies in the EPA issued an initial Record of Decision ("ROD") regarding the site. The ROD includes a combination of dredging, capping, and enhanced natural recovery that would take approximately thirteen years to construct plus additional time for monitored natural recovery, at an estimated present value cost of \$1.05 billion. At a December 4, 2018 meeting with the Portland Harbor Participation and Common Interest Group ("PCI Group"), of which JT Ryerson is a member, the EPA indicated that it expected PRPs to

submit a plan during 2019 to start remediation of the river and harbor per the ROD within the next two to three years. As set forth more fully below, those dates have been extended until 2024 and 2025.

The EPA met with various PRPs throughout 2019 and 2020 regarding remedial design. The EPA did not include JT Ryerson in those meetings. It did include Schnitzer Steel, which is developing a remedial design plan for the river area which includes the area where the former JT Ryerson facilities were located. Schnitzer Steel's 2020 disclosures filed with the EPA acknowledged that Schnitzer Steel is the legal successor notes to the prior operators (including JT Ryerson) consolidated financial statements included in the designated area. Schnitzer Steel has also indicated that JT Ryerson was not a significant contributor Part II, Item 8 of any contaminants of concern.

On February 12, 2021, the EPA announced that one hundred percent of the PHS Site is now in the active remedial design phase.

In June 2021, the EPA issued a Fact Sheet setting forth the status of the entire site. The primary area of relevance for JT Ryerson is River Mile 3.5 East, with Swan Island Basin being of secondary interest. For River Mile 3.5 East, remedial design work is ongoing; the Sufficiency Assessment and the Pre-Design Investigation work plans are finalized, and design investigation sampling is underway. Schnitzer Steel and MMGL Corp. are the working parties for River Mile 3.5 East. For Swan Island, remedial design is just beginning, with Daimler Trucks, Shipyard Commerce, and various government entities as the working parties. JT Ryerson has not been asked to participate in the remedial design phase.

The PCI Group has engaged a third party to prepare cost estimates for each of the Sediment Management Areas at the site. That work is still in progress. In the meantime, the voting parties of the PCI Group (which does not include JT Ryerson) have begun the "advocacy process," during which the voting parties submit written arguments to the Allocation Team regarding how costs should be allocated among the various PRPs.

Once that advocacy process is completed, the Allocation Team will prepare a proposed Joint Preliminary Allocation this Report ("JPAR") of costs among the PRPs. The current timeline projects that the draft JPAR will be issued in June 2024, with a 90-day comment period to conclude in September 2024 and the final JPAR to be issued by the end of 2024. Once the final JPAR is issued, a six-month mediation period will commence. All PRPs, including JT Ryerson, will participate in this mediation process, during which the PRPs will attempt to agree on a final cost allocation. These dates are subject to change.

The Advocacy Group, a subset representing the interests of the PCI Group, met with the EPA on November 8, 2022, at which time the EPA set forth its desire for a single overarching Consent Decree to include implementation of the various proposed remedial design plans. That consent decree would set forth the plan for sequencing and costs of and payment for all work to be done at the site with all settling defendants to agree to site-wide covenants not to sue. The EPA would like this consent decree to be signed by the summer of 2025.

In the meantime, the EPA is preparing an updated Draft Sequencing Scenario for Current Project Areas to be issued in or around the first quarter of 2023. The EPA indicated that it anticipates that Special Notice Letters ("SNL"), which give PRPs information as to why the EPA thinks they are liable as well as clean up plans, will be issued to PRPs between the end of 2023 and mid-2024.

The EPA has stated that it is willing to consider de minimis settlements, which JT Ryerson is trying to pursue; however, the EPA has not begun meeting with any of the smaller parties who have requested de minimis or de micromis status, stating that it does not have sufficient information to determine whether any parties meet such criteria and does not intend to begin those considerations until after the remedial design work is completed and the SNLs are issued. It has met with selected parties that we believe to be larger targets. JT Ryerson has not been invited to meet with the EPA. As a result of the ongoing negotiations and filings over the ROD and the EPA's decision not to meet with smaller parties, we cannot determine how allocations will be made and whether a de minimis settlement can be reached with the EPA.

Form 10-K. As the EPA has not yet allocated responsibility for the contamination among the potentially responsible parties, including JT Ryerson, we do not currently have sufficient information available to us to determine whether the ROD Record of Decision will be executed as currently stated, whether and to what extent JT Ryerson may be held responsible for any of the identified contamination, and how much (if any) of the final plan's costs might ultimately be allocated to JT Ryerson. Therefore, management cannot predict the ultimate outcome of this matter or estimate a range of potential loss at this time.

There are various other claims and pending actions against the Company. The amount of liability, if any, for those claims and actions as of December 31, 2022 December 31, 2023 is not determinable but, in the opinion of management, such liability, if any, will not have a material adverse effect on the Company's financial position, results of operations, or cash flows. We maintain liability insurance coverage to assist in protecting our assets from losses arising from or related to activities associated with business operations.

Our U.S. operations are also subject to the Department of Transportation Federal Motor Carrier Safety Regulations. We operate a private trucking motor fleet for making deliveries to some of our customers. Our drivers do not carry any material quantities of hazardous materials. Our foreign operations are subject to similar regulations. Future regulations could increase maintenance, replacement, and fuel costs for our fleet. These costs could have a material adverse effect on our results of operations, financial condition, or cash flows.

## Intellectual Property

We own several U.S. and foreign trademarks, service marks, and copyrights. Certain of the trademarks are registered with the U.S. Patent and Trademark Office and, in certain circumstances, with the trademark offices of various foreign countries. We consider certain other information owned by us to be trade secrets. We protect our trade secrets by, among other things, entering into confidentiality agreements with our employees regarding such matters and implementing measures to restrict access to sensitive data and computer software source code on a need-to-know basis. We believe that these safeguards adequately protect our proprietary rights and we vigorously defend these rights. While we consider all our intellectual property rights as a whole to be important, we do not consider any single right to be essential to our operations as a whole.

## Environmental, Social, and Governance Sustainability

In 2022, December 2023, Ryerson released its second Sustainability Report. The report builds on the Company's inaugural Environmental, Social, 2022 report and Governance ("ESG") report, which outlines our commitment to operating sustainably, transparently, provides an update on ongoing sustainability efforts, the investments being made in its people and responsibly service center network, and how it is serving its communities. Similar to the betterment of all stakeholders. The inaugural report, also includes our Materiality Matrix, the product of a materiality assessment which was developed by forming a list of ESG topics, benchmarking priorities against industry leaders, conducting stakeholder interviews, and reviewing findings with Company leadership. Ryerson is utilizing insights from 2023 edition illustrates the Matrix to target improvement in certain categories, including Company's focus on energy and emissions reductions, sustainable products, data security, diversity, equity, and inclusion ("DEI"), and talent and future workforce. Discussions workforce while also providing updates on Ryerson's advancement in these categories. A few achievements include Ryerson's recognition by Forbes as one of DEI America's best mid-sized companies to work for, its launch of the award-winning Ryerson Illuminator app, and talent and future workforce are included within its continued role in the Human Capital section directly below. circular metals economy.

Our ESG Additionally, the Sustainability Report includes important content on our governance practices, including how we continuously monitor and analyze ourselves and our supply-chain relationships in order to operate with a high level of integrity. integrity and how we protect Company and stakeholder information through strong cybersecurity practices. We strive, and expect our suppliers, to comply with all applicable laws and regulations as well as Ryerson's Human Rights Policy, Conflict Minerals Policy, and Code of Ethics and Business Conduct.

## Human Capital

In order to provide best in class customer experiences, it is crucial that we continue to work to attract and retain top talent. To facilitate talent attraction and retention, we strive to create a diverse, inclusive, and safe workplace, with opportunities for our

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employees to grow and develop in their careers, supported by strong compensation, benefits, and wellness programs, and by programs that build connections between our employees and their communities.

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**Talent and Future Workforce.** Our recruitment and talent management teams lead our mission to attract, retain and develop diverse talent. These teams are organized under our **newly formed** Talent Management Office ("TMO"), which includes our Chief Human Resources Officer, our Director of Talent Management, and other senior leaders. The TMO is responsible for our recruiting efforts, attracting the best talent, increasing diversity and hiring efficiencies, facilitating onboarding, and continuing education opportunities to engage employees as they join Ryerson and build their careers with us.

As part of retaining and developing talent, Ryerson offers employees competitive compensation, expanded benefits including a **newly implemented** parental leave policy, career growth through its learning platform, mentorship and tuition reimbursement programs, and engagement through all-employee surveys conducted periodically.

**Diversity and Inclusion.** Ryerson is embracing diversity and inclusion via our Diversity, Equity, and Inclusion council ("DEI Council") that focuses on employee engagement, DEI training, and community outreach efforts with the mission of fostering an environment across the organization that values diversity of experiences and perspectives and encourages inclusivity in all aspects of the business.

Additionally, Ryerson leadership is updating policies In 2023, Ryerson's DEI Council announced the establishment of three employee resource groups ("ERGs") to be available to employees in 2024: Women in Search of Excellence (WISE), Next Generation of Leaders (NextGen), and programs Leveraging All Diversity (LEAD). These ERGs are voluntary, employee-led groups that work to support DEI practices. Aside from the formation foster a more inclusive workplace by uniting people with common interests, identities, or backgrounds. Each of the three ERGs established is purposefully aligned with Ryerson's DEI Council, these include the Company's Code of Ethics & Business Conduct, Anti-harassment policy, Equal Employment Opportunity policy, Sponsorship Program, mission and Mentoring Program. As part of our commitment to improving our DEI, Ryerson was excited to announce its new parental leave policy in 2021. This new policy ensures that all parents have equal access to parental leave benefits and the opportunity to spend time with their new child. Equal rights and access to parental leave are vital elements to promoting gender equality in the workplace. strategic goals.

Further, Ryerson is invested in DEI training by providing employees with training on being inclusive, avoiding bias, and workplace intervention. Additional training Training is also available at any time on the Company's learning platform, where employees can select from a growing catalog of DEI courses.

**Employee Health, Wellness, and Safety.** Health, safety, and wellness are fundamental expectations of our Board, executives, employees, and our customers. Our safety standards, which go beyond industry standards and the minimum legal requirements, have helped protect the well-being of our people and prevent workplace injuries. Our commitment towards a zero-injury workplace is constant and driven by an Environmental, Health, and Safety policy that reinforces the goal. Our 2022 2023 performance at our facilities, measured as the number of OSHA recordable injuries per 200,000 labor hours, was 3.03, 2.26, which was better than the industry average as reported by the Bureau of Labor Statistics.

We provide our employees and their families with access to a variety of innovative, flexible, and convenient health and wellness programs, including benefits that provide protection and security so they can have peace of mind concerning

events that may require time away from work or that impact their financial well-being; that support their physical and mental health by providing tools and resources to help them improve or maintain their health status, and encourage engagement in healthy behaviors; and that offer choice where possible so they can customize their benefits to meet their needs and the needs of their families.

**Compensation and Benefits.** We provide robust compensation and benefits programs to help meet the financial needs of our employees. In addition to salaries, we provide annual and quarterly sales incentive plans, healthcare and insurance benefits, health savings and flexible spending accounts, retirement savings contribution matching, paid time off, parental leave, employee assistance programs, and tuition assistance. Additionally, we have targeted equity-based grant programs with vesting conditions to facilitate retention of personnel, particularly those with critical skills and experience.

**Employee Headcount and Unions.** See Item 1A, Risks Related to Operating our Business, sub-section "Any significant work stoppages can harm our business", as well as Note 13: 12: Commitments and Contingencies within Part II, Item 8 "Financial Statements and Supplementary Data" for further information.

## Available Information

All periodic and current reports and other filings that we are required to file with the Securities and Exchange Commission ("SEC"), including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant Section 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge from the SEC's website ([www.sec.gov](http://www.sec.gov)) or through our Investor Relations website at <http://ir.ryerson.com>. Such documents are available as soon as reasonably practicable after electronic filing of the material with the SEC. Copies of these reports (excluding

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exhibits) may also be obtained free of charge, upon written request to: Investor Relations, Ryerson Holding Corporation, 227 W. Monroe St., 27th Floor, Chicago, Illinois 60606.

The Company also posts its Code of Ethics on its website. See Part III, Item 10 for more information regarding our Code of Ethics.

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Our website address is included in this report for informational purposes only. Our website and the information contained therein or connected thereto are not incorporated into this annual report on Form 10-K.

## ITEM 1A. RISK FACTORS.

Our business faces many risks. You should carefully consider the risks and uncertainties described below, together with the other information in this report, including the consolidated financial statements and notes to consolidated financial statements. We cannot assure you that any of the events discussed in the risk factors below will not occur. These risks could have a material and adverse impact on our business, results of operations, financial condition, and cash flows.

### RISKS RELATED TO OUR INDUSTRY

***Weakness in the economy, market trends, and other conditions affecting the profitability and financial stability of our customers could negatively impact our sales growth and results of operations.***

Economic and industry trends affect our business environments. We serve several metals-consuming industries in which the demand for our products and services is sensitive to the production activity, capital spending, and demand for products and services of our customers. Many of these customers operate in markets that are subject to highly cyclical fluctuations resulting from seasonality, market uncertainty, costs of goods sold, currency exchange rates, foreign competition, offshoring of production, oil and natural gas prices, geopolitical developments, and a variety of other factors beyond our control. Any of these factors could cause customers to idle or close facilities, delay purchases, reduce production levels, or experience reductions in the demand for their own products or services.

Any of these events could impair the ability of our customers to make full and timely payments or reduce the volume of products and services these customers purchase from us and could cause increased pressure on our selling prices and terms of sale.

We do not expect the cyclical nature of our industry to change and any downturn in our customers' industries could reduce our revenues and profitability or a significant or prolonged slowdown in activity in the U.S., Canada, or any other major world economy, or a segment of any such economy, could negatively impact our sales growth and results of operations.

***The metals services business is very competitive and increased competition could reduce our revenues and gross margins.***

We face competition in all markets we serve, from metals producers that sell directly to certain customers or segments of the market, to other metal services companies. The metals services industry itself is highly fragmented and competitive. There are a few large competitors, but most of the market is served by small local and regional competitors. Competition is based principally on price, service, quality, production capabilities, inventory availability, and timely delivery.

We are experiencing increased pressure from online businesses that compete with price transparency. We expect technological advancements and the increased use of e-commerce solutions within the industry to continue to evolve at a rapid pace. As a result, our ability to effectively compete requires us to respond and adapt to new industry trends and

developments, and implement new technology and innovations that may result in unexpected costs or may take longer than expected.

To remain competitive, we must be willing and able to respond to market pressures. pressures timely. These pressures, and the implementation, timing, and results of our strategic pricing and other responses, could have a material effect on our sales and profitability. If we are unable to grow sales or reduce costs, among other actions, to wholly or partially offset the effect on profitability of our pricing actions, our results of operations and financial condition may be adversely affected.

***Changing metals prices may have a significant impact on our liquidity, net sales, gross margins, operating income, and net income.***

The metals services industry as a whole is cyclical and, at times, pricing and availability of metal can be volatile due to numerous factors beyond our control, including, but not limited to, general domestic and international economic conditions, labor costs, sales levels, competition, levels of inventory held by other metals service centers, consolidation of metals producers, higher raw material costs for the producers of metals, import duties and tariffs, and currency exchange rates. This volatility can significantly

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affect the availability and cost of materials for us. Our ability to pass on increases in costs in a timely manner depends on market conditions and may result in lower gross margins. In addition, higher prices could impact demand for these our products, resulting in lower sales volumes. Moreover, we maintain substantial inventories of metal to accommodate the short lead times and just-in-time delivery requirements of our customers. Accordingly, we purchase metals in an effort to maintain inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, contracts with customers, and market conditions. Commitments for metal purchases are generally at prevailing market prices in effect at the time orders are placed or at the time of shipment. During periods of rising metal prices, we may be negatively impacted by delays between the time of increases in the cost of

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metals to us and increases in the prices that we charge for our products if we are unable to pass these increased costs on to our customers. In addition, when metal prices decline, this could result in lower selling prices for our products and, as we use existing inventory that we purchased at higher metal prices, lower gross profit margins. Declines in prices or reductions in sales volumes could adversely impact our ability to maintain our liquidity and to remain in compliance with certain financial covenants under our \$1.3 billion revolving credit facility ("the Ryerson Credit Facility"), as well as result in us

incurring inventory or goodwill impairment charges. Consequently, changing metals prices could significantly impact our liquidity, net sales, gross margins, operating income, and net income.

***Unexpected product shortages could negatively impact customer relationships, resulting in an adverse impact on results of operations.***

Disruptions could occur due to factors beyond our control, including economic downturns, political unrest, port slowdowns, trade issues, including increased export or import duties or trade restrictions, health crises, climate related disruptions, and other factors, any factors. Recent unrest in the Red Sea has increased both shipping times and costs presenting new challenges to the metals industry. Any of which the aforementioned items could adversely affect a supplier's ability to manufacture or deliver products to us. Public health problems may result in quarantines, business closures, transportation restrictions, import and export complications, and otherwise cause shortages in the supply of materials, higher costs for available supplies, or cause other disruptions within our operations and supply chain. Public health problems may cause increased costs of certain supplies and disruptions and delays within our supply chain, and may expose us to unanticipated liability or require us to change our business practices.

Any disruption resulting from these events could cause significant delays in shipments of products or difficulties in obtaining products, any of which may expose us to unanticipated liability or require us to change our business practices in a manner materially adverse to our business, results of operations, and financial condition. For our sources of lower cost products from Asia and other areas of the world, the effect of disruptions is typically increased due to the additional lead time required and distances involved. Further, the risk of disruption is increased due to the current political climate seeking trade reform. In addition, we have strategic relationships with a number of vendors. In the event we are unable to maintain those relations, there might be a loss of competitive pricing advantages which could, in turn, adversely affect results of operations.

***Changes in customer or product mix could cause our gross margin percentage to decline.***

From time to time, we experience changes in customer and product mix that affect gross margin. Changes in customer and product mix result primarily from business acquisitions, changes in customer demand, customer acquisitions, selling and marketing activities, and competition. If rapid growth with lower margin customers occurs, we will face pressure to maintain current gross margins, as these customers receive more discounted pricing due to their higher sales volume. There can be no assurance that we will be able to maintain historical gross margins in the future.

***We may not be able to retain or expand our customer base if the North American manufacturing industry erodes through acquisition and merger or consolidation activity in our customers' industries.***

Our customer base primarily includes manufacturing and industrial firms. Some of our customers operate in industries that are undergoing consolidation through acquisition and merger activity and some customers have closed as they were unable to compete successfully with overseas competitors. Our facilities are predominately located in the U.S. and Canada. To the extent that our customers cease U.S. operations or relocate to regions in which we do not have a presence, we

could lose their business. Acquirers of manufacturing and industrial firms may have suppliers of choice that do not include us, which could impact our customer base and market share.

***Global metal overcapacity and imports of metal products into the United States have adversely affected, and may again adversely affect, United States metal prices, which could impact our sales and results of operations.***

At times, global metal production capacity may exceed global consumption of metal products. Such excess capacity sometimes results in metal manufacturers in certain countries exporting steel at prices that are lower than prevailing domestic prices and sometimes at or below their cost of production. Excessive imports of metal into the U.S. have exerted and may exert in the future, downward pressure on U.S. steel prices which may negatively affect our results of operations.

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***Lead time and the cost of our products could increase if we were to lose one of our primary suppliers.***

If, for any reason, our primary suppliers of aluminum, carbon steel, stainless steel, or other metals should curtail or discontinue their delivery of such metals in the quantities needed and at prices that are competitive, our business could suffer. The number of available suppliers could be reduced by factors such as industry consolidation and bankruptcies affecting steel and metal producers. For the year ended **December 31, 2022** December 31, 2023, our top 25 suppliers represented approximately 78% of our purchases. We could be

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significantly and adversely affected if delivery were disrupted from a major supplier. If, in the future, we were unable to obtain sufficient amounts of the necessary metals at competitive prices and on a timely basis from our traditional suppliers, we may not be able to obtain such metals from alternative sources at competitive prices to meet our delivery schedules, which could have a material adverse effect on our sales and profitability.

**RISKS RELATED TO MARKET AND ECONOMIC VOLATILITY**

***Changes in inflation may adversely affect financial performance.***

Fluctuations in inflation could result in, and recent inflationary pressures have resulted in, lower revenues, higher costs, and decreased margins, profits, and earnings. Rapid or significant inflation could continue to increase the costs we incur to procure, process, package, and deliver our metal to customers and we may not be able to increase selling prices to customers at the same rate, resulting in decreased margins and operating profits. Prolonged periods of deflation could

adversely affect the degree to which we are able to maintain or increase selling prices resulting in decreased revenues, margins, and operating profits. Additionally, prolonged deflation could impact our availability on the Ryerson Credit Facility as the value of our accounts receivable and inventory decreases.

In addition, we rely on arrangements with third-party shipping and freight companies for the delivery of our products. Freight and shipping costs may increase due to inflation, and any such increases could adversely affect our margins unless we are able to increase selling prices at the same rate.

We monitor the risk that the principal markets in which we operate could continue to experience increased inflationary conditions. The onset, duration, and severity of an inflationary period cannot be estimated with precision.

***The volatility of the market could result in a material impairment of goodwill.***

We evaluate goodwill annually on October 1 and whenever events or changes in circumstances indicate potential impairment. Events or changes in circumstances that could trigger an impairment review include significant underperformance relative to our historical or projected future operating results, significant changes in the manner or the use of our assets or the strategy for our overall business, and significant negative industry or economic trends. We test for impairment of goodwill by assessing various qualitative factors with respect to developments in our business and the overall economy and calculating the fair value of a reporting unit using a combination of an income approach based on discounted future cash flows and a market approach at the date of valuation, as necessary. Under the discounted cash flow method, the fair value of each reporting unit is estimated based on expected future economic benefits discounted to a present value at a rate of return commensurate with the risk associated with the investment. Projected cash flows are discounted to present value using an estimated weighted average cost of capital, which considers both returns to equity and debt investors. Please refer to the Section titled "Critical Accounting Estimates - Goodwill," of Item 7, "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and Note 1 — "Summary of Accounting and Financial Policies" of Part II, Item 8 "Financial Statements and Supplementary Data" for further information.

***Poor investment performance or other factors could require us to make significant unplanned contributions to our pension plan and future funding for postretirement employee benefits other than pensions also may require substantial payments from current cash flow.***

We provide defined benefit pension plans for certain eligible employees and retirees. The performance of the debt and equity markets affect the value of plan assets. A decline in the market value may increase the funding requirements for these plans. The cost of providing pension benefits is also affected by other factors, including interest rates used to measure the required minimum funding levels, the rate of return on plan assets, discount rates used in determining future benefit obligations, future government regulation, and prior contributions to the plans. Significant unanticipated changes in any of these factors may have an adverse effect on our financial condition, results of operations, liquidity, and cash flows.

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## RISKS RELATED TO EXPANSION AND INTERNATIONAL OPERATIONS

***We may not be able to successfully consummate and complete the integration of future acquisitions, and if we are unable to do so, it could disrupt operations and cause unanticipated increases in costs and/or decreases in revenues and results of operations.***

We have grown through a combination of internal expansion, acquisitions, and joint ventures. We intend to continue to grow through **selective** acquisitions, but we may not be able to identify appropriate acquisition candidates, obtain financing on satisfactory terms, consummate acquisitions, or integrate acquired businesses effectively and profitably into our existing operations. Restrictions contained in the agreements governing the Ryerson Credit Facility, or our other existing or future debt may also inhibit our ability to make certain investments, including acquisitions, and participations in joint ventures.

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Acquisitions, partnerships, joint ventures, and other business combination transactions, both foreign and domestic, involve various inherent risks, such as uncertainties in assessing value, strengths, weaknesses, liabilities, and potential profitability. There is also risk relating to our ability to achieve identified operating and financial synergies anticipated to result from the transactions. Additionally, problems could arise from the integration of acquired businesses, including unanticipated changes in the business or industry or general economic conditions that affect the assumptions underlying the acquisition. Our future success will depend on our ability to complete the integration of these future acquisitions successfully into our operations. Specifically, after any acquisition, customers may choose to diversify their supply chains to reduce reliance on a single supplier for a portion of their metals needs. We may not be able to retain all of our and an acquisition's customers, which may adversely affect our business and sales. Integrating acquisitions, particularly large acquisitions, requires us to enhance our operational and financial systems and employ additional qualified personnel, management, and financial resources, and may adversely affect our business by diverting management away from day-to-day operations. Further, failure to successfully integrate acquisitions may adversely affect our profitability by creating significant operating inefficiencies that could increase our operating expenses as a percentage of sales and reduce our operating income. In addition, we may not realize expected cost savings from acquisitions. Any one or more of these factors could cause us to not realize the benefits anticipated or have a negative impact on the fair value of the reporting units. Accordingly, goodwill and intangible assets recorded as a result of acquisitions could become impaired.

***Certain of our operations are located outside of the United States, which subjects us to risks associated with international activities.***

Certain of our We have certain operations which are located outside of the U.S., primarily in Canada, China, and Mexico. We are subject to the Foreign Corrupt Practices Act ("FCPA"), which generally prohibits U.S. companies and their intermediaries from making corrupt payments or otherwise corruptly giving anything of value to foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment, and requires companies to maintain adequate record-keeping and internal accounting practices. The FCPA applies to covered companies, individual directors, officers, employees, and agents. Under the FCPA, U.S. companies may be held liable for some actions taken by strategic or local partners or representatives. If we or our intermediaries fail to comply with the requirements of the FCPA, governmental authorities in the U.S. could seek to impose civil and/or criminal penalties.

***Our international operations and potential joint ventures may cause us to incur costs and risks that may distract management from effectively operating our North American business, and such operations or joint ventures may not be profitable.***

We maintain foreign operations in Canada, China, and Mexico. International operations are subject to certain risks inherent in conducting business in, and with, foreign countries, including price controls, exchange controls, export controls, economic sanctions, duties, tariffs, limitations on participation in local enterprises, nationalization, expropriation and other governmental action, and changes in currency exchange rates. In addition, we may be subject to business disruptions created by health crises and outbreaks of communicable diseases. While we believe that our current arrangements with local partners provide us with experienced business partners in foreign countries, events or issues, including disagreements with our partners, may occur that require attention of our senior executives and may result in expenses or losses that erode the profitability of our foreign operations or cause our capital investments abroad to be unprofitable.

***We may be adversely affected by currency fluctuations in the U.S. dollar versus the Canadian dollar, the Chinese renminbi, the Hong Kong dollar, and the Mexican peso.***

We have significant operations in Canada which incur the majority of their metal supply costs in U.S. dollars but earn the majority of their sales in Canadian dollars. Additionally, we have significant assets in China. We also China and conduct business operations in Mexico. We may from time to time experience losses when the value of the U.S. dollar strengthens against the Canadian dollar, the Chinese renminbi, the Hong Kong dollar, or the Mexican peso, which could have a material adverse effect on our results of operations. In addition, we are subject to translation risk when we consolidate our Canadian, Chinese, and Mexican subsidiaries' net assets into our balance sheet. Fluctuations in the value of the U.S. dollar versus the Canadian dollar, Chinese renminbi, the Hong Kong dollar, or the Mexican peso could reduce the value of these assets as reported in our financial statements, which could, as a result, reduce our stockholders' equity.

***The Chinese government exerts substantial influence over the manner in which we must conduct our business activities, particularly with regards to the land our facilities are located on.***

The Chinese government has exercised and continues to exercise substantial control over the Chinese economy through regulation and state ownership. Our ability to operate in China may be harmed by changes in its laws and regulations, including those relating to taxation, import and export tariffs, environmental regulations, land use rights, property, and other matters. We believe that our operations in China are in material compliance with all applicable legal and regulatory requirements. However, the central or local governments of the jurisdictions in which we operate may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations.

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Moreover, the Chinese court system does not provide the same property and contract right guarantees as do courts in the U.S. and, accordingly, disputes may be protracted and resolution of claims may result in significant economic loss.

Additionally, there is no private ownership of land in China and all land ownership is held by the government of China, its agencies, and collectives, which issue land use rights that are generally renewable. We lease the land where our Chinese facilities are located from the Chinese government. If the Chinese government decided to terminate our land use rights agreements, our assets could become impaired and our ability to meet customer orders could be impacted.

**RISKS RELATED TO CYBERSECURITY AND INFORMATION TECHNOLOGY**

***Damage to our information technology infrastructure could harm our business.***

The unavailability of any of our computer-based systems for any significant period of time could have a material adverse effect on our operations. In particular, our ability to manage inventory levels successfully largely depends on the efficient operation of our computer hardware and software systems. We use management information systems to track inventory information at individual facilities, provide pricing recommendations for sales quotes, communicate customer information, and aggregate daily sales, margin, and promotional information. Difficulties associated with upgrades, installations of major software or hardware, and integration with new systems could have a material adverse effect on results of operations. We could be required to expend substantial resources to upgrade our information systems or integrate them with the systems of companies we have acquired. The upgrade or integration of these systems may disrupt our business or lead to operating inefficiencies. In addition, these systems are vulnerable to, among other things, damage or interruption from fire, flood, tornado, and other natural disasters, power loss, computer system and network failures, operator negligence, physical and electronic loss of data, or security breaches and computer viruses.

***We are subject to cybersecurity risks and may incur increasing costs in an effort to minimize those risks.***

We depend on the proper functioning and availability of our information technology platform, including communications and data processing systems, in operating our business. These systems include software programs that

are integral to the efficient operation of our business. We have established security measures, controls, and procedures, including established recovery procedures for critical systems and business functions, to safeguard our information technology systems and to prevent unauthorized access to such systems and any data processed or stored in such systems, and we periodically evaluate and test the adequacy of such systems, measures, controls, and procedures; however, there can be no guarantee that such systems, measures, controls, and procedures will be effective. Security breaches could expose us to a risk of loss or misuse of our information, litigation, and potential liability. In addition, cyber incidents that impact the availability, reliability, speed, accuracy, or other proper functioning of these systems could have a significant impact on our operations, and potentially on our results. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyberattacks. A significant cyber incident, including system failure, security breach, disruption by malware, or other damage could interrupt or delay our operations, result in a violation of applicable privacy and other laws, damage our reputation, cause a loss of customers, or give rise to monetary fines and other penalties, which could be significant. **Refer to Item 1C: "Cybersecurity" for further information on our Cybersecurity processes, policies, and programs.**

## RISKS RELATED TO OPERATING OUR BUSINESS

***Any significant work stoppages can harm our business.***

As of **December 31, 2022** December 31, 2023, we employed approximately **3,900** 4,300 persons in North America and 300 persons in China. Our North American workforce was comprised of approximately **1,800** 1,900 office employees and approximately **2,100** 2,400 plant employees. Sixteen percent of our plant employees were members of various unions, including the United Steel Workers and The International Brotherhood of Teamsters.

**Four** Eight renewal contracts covering **98** 160 employees were successfully negotiated in **2022**. **Six** 2023. Eight contracts covering **120** 152 employees are currently scheduled to expire in **2023**, 2024.

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***Certain employee retirement benefit plans are underfunded and the actual cost of those benefits could exceed current estimates, which would require us to fund the shortfall.***

As of **December 31, 2022** December 31, 2023, our pension plan had an unfunded liability of **\$73.0** million **\$63.9** million and our other postretirement benefits plan had an unfunded liability of **\$35.7** million. Our actual costs for benefits required to be paid may exceed those projected and future actuarial assessments. Under those circumstances, the adjustments required to be made to our recorded liability for these benefits could have a material adverse effect on our results of

operations and financial condition and cash payments to fund these plans could have a material adverse effect on our cash flows. We may be required to make substantial future contributions to improve the plan's funded status.

***Any prolonged disruption of our processing centers could harm our business.***

We have dedicated processing centers that permit us to produce standardized products in large volumes while maintaining low operating costs. We may suffer prolonged disruption in the operations of any of these facilities, whether due to labor or technical difficulties, destruction, or damage sustained as a result of natural disasters or climate-related events to any of the facilities or otherwise, which could adversely affect our operating results.

***If we are unable to retain, attract, and motivate management and key personnel, it may adversely affect our business.***

In order to compete and have continued growth, we must attract, retain, and motivate executives and other key employees, including those in managerial, technical, sales, marketing, and support positions. We believe that our success is due, in part, to our experienced management team. Losing the services of one or more members of our management team such as our CEO, Edward J. Lehner, could adversely affect our business and possibly prevent us from improving our operational, financial, and information management systems and controls. We compete to hire employees and then must train them and develop their skills and competencies. In the future, we may need to retain and hire additional qualified sales, marketing, administrative, operating, and technical personnel, and to train and manage new personnel. Our ability to implement our business plan is dependent on our ability to retain, hire, and train a large number of qualified employees each year. Our results of operations could be adversely affected by increased costs due to increased competition for employees, higher employee turnover, or increased employee benefit costs.

***Our risk management strategies may result in losses.***

From time to time, we may use fixed-price and/or fixed-volume supplier contracts to offset contracts with customers. Some of our existing supply agreements have required minimum purchase quantities. Under adverse economic conditions, those minimums may exceed our needs. Absent exceptions for force majeure and other circumstances affecting the legal enforceability of the agreements, these minimum purchase requirements may compel us to purchase quantities of raw materials that could significantly exceed our anticipated needs or pay damages to the supplier for shortfalls. In these circumstances, we would attempt to negotiate agreements for new purchase quantities. There is a risk, however, that we would not be successful in reducing purchase quantities, either through negotiation or litigation. If that occurred, we would likely be required to purchase more of a particular raw material in a particular year than we need, negatively affecting our results of operations and cash flows.

Additionally, we may use commodity contracts, foreign exchange contracts, and interest rate swaps to manage our exposure to commodity price risk, foreign currency exchange risk, and interest rate risk. These risk management strategies

pose certain risks, including the risk that losses on a hedge position may exceed the amount invested in such instruments. Moreover, a party in a hedging transaction may be unavailable or unwilling to settle our obligations, which could cause us to suffer corresponding losses. A hedging instrument may not be effective in eliminating all of the risks inherent in any particular position. Our profitability may be adversely affected during any period as a result of the use of such instruments.

## RISKS RELATED TO REGULATORY AND LEGAL MATTERS

### ***We could incur substantial costs related to environmental, health, and safety laws.***

Our operations are subject to increasingly stringent environmental, health, and safety laws. These include laws that impose limitations on the discharge of pollutants into the air and water and establish standards for the treatment, storage, and disposal of regulated materials, and the investigation and remediation of contaminated soil, surface water, and groundwater. Failure to maintain or achieve compliance with these laws or with the permits required for our operations could result in substantial increases in operating costs and capital expenditures. In addition, we may be subject to fines and civil or criminal sanctions, third party claims for property damage or personal injury, worker's compensation or personal injury claims, cleanup costs, or temporary or permanent discontinuance of operations. Certain of our facilities are located in industrial areas, have a history of heavy industrial use, and have been in operation for many years and, over time, we and other predecessor operators of these facilities have generated, used, handled, and disposed of

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hazardous and other regulated wastes. Environmental liabilities could exist, including cleanup obligations at these facilities or at off-site locations where materials from our operations were disposed of, which could result in future expenditures that cannot be currently quantified and which could have a material adverse effect on our financial position, results of operations, or cash flows. Such liabilities may be imposed without regard to fault or the legality of a party's conduct and may, in certain circumstances, be joint and several. Future changes to environmental, health, and safety laws, including those related to climate change, could result in material liabilities and costs, constrain operations, or make such operations more costly for us, our suppliers, and our customers.

In October 2011, the United States Environmental Protection Agency (the "EPA") named JT Ryerson as one of more than 100 businesses that may be a potentially responsible party for the Portland Harbor Superfund Site. See Note 13: 12: Commitments and Contingencies in the notes to the consolidated financial statements included in Part II, Item 8 of this Report on Form 10-K. As the EPA has not yet allocated responsibility for the contamination among the potentially responsible parties, including JT Ryerson, we do not currently have sufficient information available to us to determine whether the Record of Decision will be executed as currently

stated, whether and to what extent JT Ryerson may be held responsible for any of the identified contamination, and how much (if any) of the final plan's costs might ultimately be allocated to JT Ryerson. Therefore, management cannot predict the ultimate outcome of this matter or estimate a range of potential loss at this time.

***Environmental, social, and governance matters, and any related reporting obligation may impact our business***

Our business is subject to evolving corporate governance and public disclosure regulations and expectations, including with respect to environmental, social, and governance matters ("ESG"), that could expose us to numerous risks. These rules and regulations continue to evolve in scope and complexity, and many new requirements have been created in response to laws enacted by Congress, making compliance more difficult and uncertain. In addition, increasingly regulators, customers, investors, employees, and other stakeholders are focusing on ESG type matters and related disclosures. Our implementation of these evolving rules and regulations will require additional resources and implementation of new practices and reporting processes, all entailing additional compliance risk. Moreover, the progress and disclosure of our initiatives within the ESG scope could be criticized for accuracy, adequacy, and completeness, or may not advance at a sufficient pace. If our ESG-related data, processes, and reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our sustainability goals, or at all, our reputation, business, financial performance, and growth could be adversely affected.

Overall increased emphasis of ESG in itself and ESG reporting has increased stakeholder focus, including by U.S. and foreign governmental authorities, investors, and customers on environmental sustainability matters, such as climate change, the reduction of greenhouse gases, and water consumption. Legislative, regulatory, or other efforts to combat climate change or other environmental concerns could result in future increases in taxes, restrictions on or increases in the costs of supplies, transportation, and utilities, any of which could increase our operating costs, and necessitate future investments in facilities and equipment. Further, the customers we serve may impose emissions reduction or other environmental standards and requirements. As a result, we may experience increased compliance burdens and costs and the sourcing of our products may be adversely affected. These risks also include the increased pressure to make commitments, set targets, or establish additional goals and take actions to meet them, which could expose us to market, operational, execution, and reputation costs or risks.

***Regulations related to conflict-free minerals may force us to incur additional expenses and place us at a competitive disadvantage.***

On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), the SEC adopted new requirements for reporting companies that use certain minerals and metals, known as "conflict minerals", in their products, whether or not these products are manufactured by third parties. These requirements require companies to diligence, disclose, and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. Since our supply chain is complex, we may not be able to conclusively verify the origins for all metals used in our products and we may face reputational challenges with our customers. Additionally, as there may

be only a limited number of suppliers offering “conflict free” metals, we cannot be sure that we will be able to obtain necessary metals from such suppliers in sufficient quantities or at competitive prices. Accordingly, we could incur significant costs related to the compliance process, including potential difficulty or added costs in satisfying the disclosure requirements. Moreover, we may encounter challenges to satisfy those customers who require that all of the components of our products be certified as conflict free which could place us at a competitive disadvantage if we are unable to do so.

***Tax changes could affect our effective tax rate, the value of our deferred tax assets, and future profitability.***

Our future results could be adversely affected by changes in the effective tax rate or changes in the treatment of deferred tax assets as a result of changes in Ryerson's overall profitability, changes in the mix of earnings in countries with differing statutory tax rates, changes in tax legislation, the results of the examination of previously filed tax returns, and continuing assessment of the Company's tax exposures. In particular, although the passage of the Tax Cut and Jobs Act of 2017 reduced the U.S. tax rate to 21%, our future earnings could be negatively impacted by changes in tax legislation including changing tax rates and tax base such as

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limiting, phasing-out, or eliminating deductions or tax credits, changing rules for earnings repatriations, and changing other tax laws in the U.S. or other countries.

***We are subject to litigation that could strain our resources and distract management.***

From time to time, we are involved in a variety of claims, lawsuits, and other disputes arising in the ordinary course of business. These suits concern issues including product liability, contract disputes, employee-related matters, and personal injury matters. It is not feasible to predict the outcome of all pending suits and claims, and the ultimate resolution of these matters as well as future lawsuits that could have a material adverse effect on our business, financial condition, results of operations, cash flows, or reputation.

***We may face product liability claims that are costly and create adverse publicity.***

If any of the products that we sell cause harm to any of our customers, we could be exposed to product liability lawsuits. If we were found liable under product liability claims, we could be required to pay substantial monetary damages. Further, even if we successfully defended ourselves against this type of claim, we could be forced to spend a substantial amount of money in litigation expenses, our management could be required to spend valuable time in the defense against these claims, and our reputation could suffer.

## RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

***Our stock price has fluctuated in the past, has recently been volatile, and may be volatile in the future, and as a result, investors in our common stock could incur substantial losses.***

Our stock price has fluctuated in the past, has recently been volatile, and may be volatile in the future. We may incur rapid and substantial decreases in our stock price in the foreseeable future that are unrelated to our operating performance or prospects.

As a result of this volatility, investors may experience losses on their investment in our common stock. The market price for our common stock may be influenced by many factors, including the following:

- investor reaction to our business strategy;
- the success of competitive products or technologies;

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- any developments with respect to our pursuit of strategic alternatives, including a potential sale or merger of Company, sale of part of the Company, strategic minority investment, or licensing and other transactions;
- changes in regulatory or industry standards applicable to our products;
- variations in our financial and operating results or those of companies that are perceived to be similar to us;
- developments concerning our collaborations or partners;
- developments or disputes with any third parties that supply, manufacture, sell, or market any of our products;
- actual or perceived defects in any of our products, if commercialized, and any related product liability claims;
- our ability or inability to raise additional capital and the terms on which we raise it;
- declines in the market prices of stocks generally;
- trading volume of our common stock;
- sales of our common stock by us or our stockholders;
- general economic, industry, and market conditions; and
- other events or factors, including those resulting from such events, or the prospect of such events, including war, terrorism, and other international conflicts, public health issues including health epidemics or pandemics and natural disasters such as fire, hurricanes, earthquakes, tornadoes, or other adverse weather and climate conditions, whether occurring in the U.S. or elsewhere, could disrupt our operations, disrupt the operations of our suppliers, or result in political or economic instability.

In the past, following periods of volatility in the market, securities class-action litigation has often been instituted against companies. Such litigation, if instituted against us, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect our business, financial condition, results of operations, and growth prospects.

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There can be no guarantee that our stock price will remain at current levels or that future sales of our common stock will not be at prices lower than those sold to investors.

***We paid cash dividends on our common stock in each quarter of 2022, 2023, but any future dividend payments are at the discretion of our Board of Directors.***

Since the third quarter of 2021 we have recently paid regular quarterly cash dividends on our common stock. Any declaration and payment of cash dividends on our common stock in the future, whether at current levels or at all, will be at the discretion of our Board of Directors and will depend upon our results of operations, earnings, capital requirements, financial condition, future prospects, contractual restrictions, and other factors deemed relevant by our Board of Directors. Therefore, you should not rely on dividend income from shares of our common stock. For more information, see "Dividend Policy." "Dividend Policy" of Part II, Item 5 "Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities". Your only opportunity to achieve a return on your investment in us may be if the market price of our common stock appreciates and you sell your shares at a profit, but there is no guarantee that the market price for our common stock will ever exceed the price that you pay for our common stock.

***Our corporate documents and Delaware law contain provisions that could discourage, delay, or prevent a change in control of the Company.***

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult without the approval of our Board of Directors. These provisions:

- establish a classified Board of Directors so that not all members of our Board of Directors are elected at one time;
- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividends, other rights or preferences superior to the rights of the holders of common stock;
- provide that the Board of Directors is expressly authorized to make, alter, or repeal our amended and restated bylaws;
- prohibit stockholders from acting by written consent if less than a majority of the voting power of our outstanding stock is controlled by Platinum; and
- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing material that can be acted upon by stockholders at stockholder meetings.

These anti-takeover provisions and other provisions under Delaware law could discourage, delay, or prevent a transaction involving a change in control of our company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for our stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire.

***Any issuance of preferred stock could make it difficult for another company to acquire us or could otherwise adversely affect holders of our common stock, which could depress the price of our common stock.***

Our Board of Directors has the authority to issue preferred stock and to determine the preferences, limitations, and relative rights of shares of preferred stock and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our stockholders. Our preferred stock could be issued with voting, liquidation, dividend, and other rights superior to the rights of our common stock. The potential issuance of preferred stock may delay or prevent a change in control of us, discouraging bids for our common stock at a premium over the market price, and adversely affect the market price and the voting and other rights of the holders of our common stock.

## RISKS RELATED TO OUR CAPITAL STRUCTURE

***We have indebtedness under our Ryerson Credit Facility, which could adversely affect our financial position and prevent us from fulfilling our financial obligations.***

As of December 31, 2022 December 31, 2023, our total indebtedness was \$367 million and we had approximately \$826 million of unused capacity under the Ryerson Credit Facility. Facility was \$433 million and we had \$560 million of unused capacity on the facility. Our indebtedness may:

- make it difficult for us to satisfy our financial obligations, including making scheduled principal and interest payments on our indebtedness;
- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, or other general corporate purposes;

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- limit our ability to use our cash flow for future working capital, capital expenditures, acquisitions, or other general corporate purposes;
- require us to use a substantial portion of our cash flow from operations to make debt service payments;
- limit our flexibility to plan for, or react to, changes in our business and industry;
- place us at a competitive disadvantage compared to our less leveraged competitors; and
- increase our vulnerability to the impact of adverse economic and industry conditions.

We may also incur additional indebtedness in the future. The terms of the Ryerson Credit Facility restrict but do not prohibit us from doing so, and the indebtedness incurred in compliance with these restrictions could be substantial. If new indebtedness is added to our current debt levels, the related risks that we now face could intensify.

***The covenants in the Ryerson Credit Facility and covenants contained in agreements governing indebtedness that we incur in the future may impose restrictions that may limit our operating and financial flexibility.***

The Ryerson Credit Facility contains a number of significant restrictions and covenants that limit our ability and the ability of our restricted subsidiaries, including JT Ryerson, to:

- incur additional debt;
- make certain investments or other restricted payments;
- create liens or use assets as security in other transactions;
- merge, consolidate, transfer, or dispose of substantially all of our assets; and
- engage in transactions with affiliates.

The terms of the Ryerson Credit Facility require that, in the event availability under the facility declines to a certain level, we maintain a minimum fixed charge coverage ratio at the end of each fiscal quarter. Total credit availability is limited by the amount of eligible accounts receivable, inventory, and qualified cash pledged as collateral under the agreement insofar as the Company is subject to a borrowing base comprised of the aggregate of these three amounts, less applicable reserves. As of December 31, 2022 December 31, 2023, total credit availability under the Ryerson Credit Facility was \$826 million \$560 million. See discussion regarding the Ryerson Credit Facility in Note 10:

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"Debt" 9: "Debt" of Part II, Item 8 "Financial Statements and Supplementary Data" as well as the discussion within the "Liquidity and Capital Resources" section of Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Our future indebtedness may contain covenants more restrictive in certain respects than the restrictions contained in the Ryerson Credit Facility. Operating results below current levels or other adverse factors, including a significant increase in interest rates, could result in our being unable to comply with financial covenants that are contained in the Ryerson Credit Facility or that may be contained in any future indebtedness. In addition, complying with these covenants may also cause us to take actions that are not favorable to our stockholders and may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions.

***We may not be able to generate sufficient cash to service all of our indebtedness.***

Our ability to make payments on our indebtedness depends on our ability to generate cash in the future. Balances outstanding on the Ryerson Credit Facility and our other outstanding indebtedness are expected to account for significant cash interest expenses. Accordingly, we will have to generate significant cash flows from operations to meet our debt

service requirements. If we do not generate sufficient cash flow to meet our debt service and working capital requirements, we may be required to sell assets, seek additional capital, reduce capital expenditures, restructure or refinance all or a portion of our existing indebtedness, or seek additional financing. Moreover, insufficient cash flow may make it more difficult for us to obtain financing on terms that are acceptable to us, or at all.

***Because the majority of our indebtedness bears interest at rates that fluctuate with changes in certain prevailing short-term interest rates, we are vulnerable to interest rate increases.***

The majority of our indebtedness, including the Ryerson Credit Facility, bears interest at rates that fluctuate with changes in certain short-term prevailing interest rates. As of December 31, 2022 December 31, 2023, we had \$365.0 million \$433.0 million of outstanding borrowings under the Ryerson Credit Facility, with an additional \$826 million \$560 million available for borrowing under such facility. Assuming a consistent level of

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debt through-out 2022 2023 a 100 basis point increase in the interest rate on our floating rate debt effective from the beginning of the year would increase our interest expense under the Ryerson Credit Facility and the China credit facility by approximately \$4.3 million \$4.7 million, on an annual basis. The Federal Reserve has increased continued to increase interest rates throughout 2022 and early in 2023, increasing our interest expense on the Ryerson Credit Facility. The expectation is that additional rate hikes will occur in 2023. If interest rates increase dramatically, continue to rise in the future, we could be unable to service our debt, which could have a material adverse effect on our business, financial condition, results of operations, or cash flows.

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***Changes in our credit ratings and outlook may reduce access to capital and increase borrowing costs.***

Our credit ratings are based on a number of factors, including our financial strength and factors outside of our control, such as conditions affecting our industry generally or the introduction of new rating practices and methodologies. We cannot provide assurances that our current credit ratings will remain in effect or that the ratings will not be lowered, suspended, or withdrawn entirely by the rating agencies. If rating agencies lower, suspend, or withdraw the ratings, the market price or marketability of our securities may be adversely affected. In addition, any negative change in ratings could make it more difficult for us to raise capital on acceptable terms, impact the ability to obtain adequate financing, and result in higher interest costs for our existing credit facilities, including the Ryerson Credit Facility, or on future financings.

## RISKS RELATED TO OUR STOCKHOLDER BASE

Platinum owns a **significant substantial percentage of our stock and has the right to nominate a majority of the two members of the Corporation's board and will be able to exert control influence over matters subject to stockholder approval.**

Platinum owns approximately **15,924,478** **3,924,478** shares of our common stock, which is approximately **43%** **11.5%** of our issued and outstanding common stock. Therefore, Platinum may be able to **determine influence** all matters requiring stockholder approval. For example, Platinum may be able to **control influence** elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that our stockholders may believe are in their best interest as stockholders.

The Company is party to an investor rights agreement (the "Investor Rights Agreement") with certain affiliates of Platinum which provides, among other things, that for so long as Platinum collectively beneficially owns (i) at least 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate for election to the board of directors of the Company no fewer than that number of directors that would constitute a majority of the number of directors if there were no vacancies on the board, (ii) at least 15% but less than 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate two directors, and (iii) at least 5% but less than 15% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate one director. The agreement also provides that if the size of the board of directors is increased or decreased at any time, Platinum's nomination rights will be proportionately increased or decreased, respectively, rounded up to the nearest whole number. **As a result** **Based on Platinum's current voting power of Platinum's ownership of a significant portion of the Company's outstanding capital stock as well its board nomination rights of the Company and the current size of the Board, Platinum has the right to nominate up to two directors** pursuant to the Investor Rights Agreement, Agreement. As a result, Platinum may **significantly influence** or **effectively control** our policies and operations, including the appointment of management, future issuances of our common stock or other securities, and the payment of **dividends**. In addition, Platinum has **significant control over our dividends, as well as impact** decisions to enter into any other corporate transaction.

The interests of Platinum may not in all cases be aligned with the interests of the other holders of our common stock. For example, a sale of a substantial number of shares of stock in the future by Platinum could cause our stock price to decline. Further, Platinum could cause us to make acquisitions that increase the amount of the indebtedness that is secured or senior to the Company's existing debt or sell revenue-generating assets, impairing our ability to make payments under such debt. Additionally, Platinum is in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. Accordingly, Platinum may also pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us. In addition, Platinum may have an interest in pursuing acquisitions, divestitures, and other transactions that, in their judgment, could enhance their equity investment, even though such transactions might involve risks to holders of our common stock.

## ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

## ITEM 1C. CYBERSECURITY.

We are committed to protecting Company information and the confidential information of our employees, customers, partners, and suppliers. To that end, we have in place various policies, procedures, and processes to identify, assess, manage, and prevent potential cybersecurity risk's, and to timely detect the occurrence, and mitigate the effects of, cyberattacks and data breaches. Our Chief Information Officer ("CIO"), who has more than 25 years of information security and cybersecurity experience, manages cybersecurity, and oversees a team of dedicated cybersecurity personnel with various experience and certifications in information security and cybersecurity. Our personnel, along with external parties engaged to assess the sufficiency of our risk management processes (e.g., through penetration testing), continuously work to maintain and improve our cybersecurity program and the security and integrity of our information systems and infrastructure through our ongoing risk management program, including (i) by conducting cybersecurity assessments and audits to address threats and to stay in step with emerging malicious trends, and (ii) by performing due diligence on partners and suppliers to ensure similar values and appropriate security standards and safeguards are maintained by such partners and suppliers with respect to our information security assets and to third-party systems on which we rely. In addition, our Incident Response Team is trained to identify, quarantine, and remediate cybersecurity threats, and all of our employees are regularly trained to increase awareness of threats and to identify how to spot and avoid them.

Cybersecurity is a formal component of our overall risk management program, and our management, including our Chief Information Officer, regularly update the Audit Committee of the Board of the status of our cybersecurity program. In the event that management identifies significant cybersecurity risk exposures, it will present such exposures to the Audit Committee, which oversees the actions, security, and risk mitigation efforts taken across our cybersecurity framework. With this input from management, the Audit Committee evaluates our cybersecurity risks and the responses implemented to prevent and/or mitigate any such risks.

We have adopted an incident response plan that applies in the event of a cybersecurity incident involving a breach of our information technology systems and applications. Pursuant to this response plan, in the event of an incident, a multi-disciplinary team is assembled that is led by our CIO. The team in turn may leverage the expertise of third-party consultants, external legal counsel, and other resources. The plan includes procedures designed to facilitate containment of, and responses to, a cybersecurity incident, which are based on the type of incident, the location of the incident, and the breadth of the incident. The plan also establishes procedures for escalating incidents depending on severity and for

notifying any impacted parties, including our customers, law enforcement and regulatory authorities, third-party vendors, and insurance providers. Our CIO will provide periodic updates to the Audit Committee and, when appropriate, the Board of Directors during this process. In addition to internal resources, we utilize third-party service providers to supplement and maintain our cybersecurity and our information technology systems.

As of the date of this report, we are not aware of any material risks from cybersecurity threats, including as a result of any cybersecurity incident, which have materially affected, or are reasonably likely to materially affect, us, our business strategy, our results of operations, or our financial condition.

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## ITEM 2. PROPERTIES.

As of December 31, 2022 December 31, 2023, the Company's facilities are set forth below:

### *Operations in the United States*

JT Ryerson and its U.S. affiliates maintain 82 96 operational facilities, including 8 10 locations that are dedicated to administration services. All of our metals service center facilities are in good condition and are adequate for JT Ryerson's existing operations. Approximately 66% 67% of these facilities are leased. The lease terms expire at various times through 2042, 2043. JT Ryerson's properties and facilities are adequate to serve its present and anticipated needs.

Location	Own/Lease
Birmingham, AL	Owned
Mobile, AL	Owned
Fort Smith, AR	Owned
Hickman, AR**	Leased
Little Rock, AR**	Leased
Phoenix, AZ	Leased
Cerritos, CA*	Leased
Fresno, CA (2)	Leased
Livermore, CA	Leased
Santa Clara, CA	Leased

Vernon, CA	Owned
Commerce City, CO	Owned
Wilmington, DE	Leased
Jacksonville, FL	Owned
Tampa Bay, FL	Leased
Buford, GA***	Leased
Lavonia, GA	Leased
Norcross, GA	Owned
Des Moines, IA	Owned
Eldridge, IA**	Leased
Marshalltown, IA	Owned
Chicago, IL (Headquarters)*	Leased
Chicago, IL	Leased
Dekalb, IL	Leased
Downers Grove, IL*	Leased
Elgin, IL	Leased
Lisle, IL*	Leased
Loves Park, IL	Leased
Montgomery, IL***	Leased
University Park, IL	Leased
Burns Harbor, IN	Owned
Indianapolis, IN	Owned
Portage, IN**	Owned
Wichita, KS Richmond, IN***	Leased
Shelbyville, KY**	Leased
Shreveport, LA	Owned
St. Rose, LA	Owned
Devens, MA	Owned
Grand Rapids, MI*	Leased
Lansing, MI	Leased
Minneapolis, MN	Leased
Plymouth, MN	Owned
Maryland Heights, MO	Leased
North Kansas City, MO	Leased
St. Louis, MO	Owned

Jackson, MS	Owned
Charlotte, NC** NC	Owned
Greensboro, NC (2)	Owned

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Pikeville, NC	Leased
Winston-Salem, NC*	Leased
Youngsville, NC	Leased
Omaha, NE	Owned
Dover, NH	Leased
Hampstead, NH*	Leased

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#### Las Vegas, NV

Lancaster, NY	Leased
Cincinnati, OH	Owned
Columbus, OH	Leased
Hamilton, OH*	Leased
Hilliard, OH	Leased
Stow, OH OH***	Leased
Streetsboro, OH	Leased
Strongsville, OH	Leased
Oklahoma City, OK	Leased
Tulsa, OK	Leased
Ambridge, PA**	Leased
Hyde Park, PA***	Leased
North Huntingdon, PA	Owned
Charleston, SC**	Owned
Greenville, SC	Owned
Wellford, SC** SC	Owned

Chattanooga, TN	Leased
Knoxville, TN*	Leased
Memphis, TN	Leased
Arlington, TX***	Leased
Dallas, TX	Leased
El Paso, TX	Leased
Houston, TX***	Owned
Houston, TX***	Leased
Houston, TX (2)	Leased
McAllen, TX	Leased
Odessa, TX	Leased/Vacated
Salt Lake City, UT	Leased
Pounding Mill, VA	Leased
Richmond, VA	Leased
Centralia, WA	Leased
Spokane, WA	Leased
Vancouver, WA*	Leased
Green Bay, WI	Owned
Green Bay, WI	Leased
Hammond, WI	Leased
Milwaukee, WI (2)	Owned
Schofield, WI	Owned
Wausau, WI	Owned

\* Office space only

\*\* Processing centers

\*\*\*Toll Processing centers

### ***Operations in Canada***

Ryerson Canada, a wholly-owned indirect Canadian subsidiary of Ryerson Holding, has ten operational facilities in Canada. All of the metals service center facilities are in good condition and are adequate for Ryerson Canada's existing and anticipated operations. Five facilities are leased. The lease terms expire at various times through 2027.

Location	Own/Lease
Calgary, AB	Owned
Edmonton, AB	Owned
Richmond, BC	Owned
Winnipeg, MB	Owned
Winnipeg, MB	Leased
Saint John, NB	Owned
Brampton, ON	Leased
Burlington, ON (includes Canadian Headquarters)	Leased
Mississauga, ON	Leased
Vaudreuil, QC	Leased

#### ***Operations in China***

Ryerson China, an indirect wholly-owned subsidiary of Ryerson Holding, has four service and processing centers in China, in Guangzhou, Dongguan, Kunshan, and Tianjin, performing coil processing, sheet metal fabrication, and plate processing. Ryerson

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China's headquarters office building is located in Kunshan. We own all of our China facilities and have purchased the related land use rights. All of the facilities are in good condition and are adequate for Ryerson China's existing and anticipated operations.

#### ***Operations in Mexico***

Ryerson Mexico, an indirect wholly-owned subsidiary of Ryerson Holding, has four facilities in Mexico. We have service centers in Monterrey, Tijuana, Hermosillo, and Queretaro, all of which are leased. The lease terms expire at various times through 2029. The facilities are in good condition and are adequate for Ryerson Mexico's existing and anticipated operations.

### **ITEM 3. LEGAL PROCEEDINGS.**

For information concerning legal proceedings as of December 31, 2022 December 31, 2023, please refer to Note 13:12: Commitments and Contingencies in the notes to the consolidated financial statements included in Part II, Item 8 of

this Report on Form 10-K, which is incorporated into this item by reference.

#### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

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## **PART II**

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

##### **Market Information for Common Stock**

Our common stock has been listed on the New York Stock Exchange under the symbol "RYI" and was first traded on August 13, 2014.

##### **Holders**

As of **February 22, 2023** **February 21, 2024**, there were 7 stockholders of record of our common stock. Because many shares of our common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders represented by these record holders.

##### **Dividend Policy**

We paid cash dividends on our common stock in all four quarters of **2022: \$0.100** **2023: \$0.170** per share in the first quarter, **\$0.125** **\$0.180** per share in the second quarter, **\$0.150** **\$0.1825** per share in the third quarter, and **\$0.160** **\$0.185** per share in the fourth quarter. The declaration and payment of cash dividends on our common stock in the future, whether at current levels or at all, will be at the discretion of our Board of Directors and will depend upon our results of operations, earnings, capital requirements, financial condition, future prospects, contractual restrictions, including under the Ryerson Credit Facility, and other factors deemed relevant by our Board of Directors.

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## Performance Graph

The following graph and accompanying table show the cumulative total return to stockholders of Ryerson Holding's common stock relative to the cumulative total returns of the S&P 500 and a metals service center peer group (the "Peer Group"). The graph tracks the performance of a \$100 investment in each of the indices (with reinvestment of dividends) from December 31, 2017 December 31, 2018 to December 31, 2022 December 31, 2023. While there is no nationally-recognized industry index consisting of metals service center companies, Ryerson considers its Peer Group to consist of Reliance Steel & Aluminum Co., Olympic Steel Inc., and Worthington Industries, Steel, Inc., each of which has securities listed for trading on the NASDAQ; Russel Metals Inc., which has securities listed for trading on the Toronto Stock Exchange; and Klöckner & Co SE., which has securities listed for trading on the XETRA Frankfurt Stock Exchange. The returns of each member of the Peer Group are weighted according to that member's stock market capitalization. On December 1, 2023 Worthington Industries spun off their steel division into Worthington Steel, Inc. The chart below includes Worthington Industries data for December 31, 2018 through November 30, 2023 and Worthington Steel, Inc. data thereafter, with returns and market capitalization weighted for each respective period. The stock price performance included in this graph is not necessarily indicative of future stock price performance.

**Comparison of 5 Year Cumulative Total Return**  
**Assumes Initial Investment of \$100**



This graph is not deemed to be "filed" with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 ("the Exchange Act"), and should not be deemed to be incorporated by reference into any of our prior or subsequent filings under the Securities Act of 1933 or the Exchange Act.

12/31/2023							12/31/2022	12/31/2021	12/31/2020	12/31/2019	12/31/2018	
	1/17	18	1/19	1/20	1/21	1/22						
Ryer	1	6	1	1	2	2						
son	0	0	1	2	4	9						
Holdi	0.	.	2.	9.	8.	3.						
ng	0	0	1	2	4	4						
	\$ 0	\$ 9	\$ 3	\$ 9	\$ 8	\$ 6	\$ 100.00	\$ 192.67	\$ 222.15	\$ 427.04	\$ 504.40	\$ 588.08

S&P	1	9	1	1	1	1												
500	0	5	2	4	8	5												
	0.	.	4.	6.	6.	4.												
	0	4	5	3	1	1												
	\$ 0	\$ 1	\$ 6	\$ 0	\$ 9	\$ 5	\$	100.00	\$	132.78	\$	156.34	\$	199.56	\$	164.85	\$	205.25
Peer	1	8	1	1	1	2												
Group	0	0	2	3	7	0												
	0.	.	0.	2.	1.	4.												
	0	1	8	2	2	4												
	\$ 0	\$ 1	\$ 6	\$ 6	\$ 3	\$ 1	\$	100.00	\$	152.67	\$	166.30	\$	217.74	\$	258.47	\$	359.06

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## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On August 4, 2021, the Board of Directors authorized a share repurchase program that permitted the purchase of up to \$50 million of the Company's outstanding shares of common stock. This program was exhausted during the second quarter of 2022. On August 3, 2022, the Board of Directors authorized a new \$75 million share repurchase program after the exhaustion of the previous share repurchase program. The authorization is effective through August 4, 2024. On May 1, 2023, unless terminated, the Board of Directors authorized an increase to \$100.0 million and extended the program to April 2025. Under the share repurchase program, management is not obligated to repurchase shares, but has discretion in determining the conditions under which shares may be purchased from time to time. We may opportunistically repurchase shares through open market purchases, privately negotiated transactions, and transactions structured through investment banking institutions under plans relying on Rule 10b5-1 or Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended. Repurchased shares are reverted to the status of Treasury Stock. During the year ended December 31, 2022, December 31, 2023, we repurchased 1,700,766 3,253,313 shares at an average cost of \$29.39 \$35.00 per share, or \$50.0 million \$113.9 million in total. As of December 31, 2022 Following the increase in the share repurchase program to \$100 million on May 1, 2023, we had remaining authorization to purchase an additional \$73.2 million have repurchased \$60.6 million in shares and \$39.4 million remains outstanding as of shares.

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December 31, 2023.

Our share repurchase activity during the three months ended December 31, 2022 December 31, 2023 was as follows:

Period	Total Number of Shares		Part of Publicly Announced		Maximum Dollar Value of Shares that May Yet be Purchased under the Program
	Total Number of Shares Purchased	Average Price Paid per Share	Purchased as Program	Part of Publicly Announced	
	Purchased			Program	
(In millions, except shares and per share data)					
October 1, 2022 - October 31, 2022	8,646	\$ 26.53	8,646	\$	73.9
November 1, 2022 - November 30, 2022	24,337	26.64	24,337		73.2
December 1, 2022 - December 31, 2022	—	—	—		73.2
	<u><u>32,983</u></u>		<u><u>32,983</u></u>		

Period	Total Number of Shares		Part of Publicly Announced		Maximum Dollar Value of Shares that May Yet be Purchased under the Program
	Total Number of Shares Purchased	Average Price Paid per Share	Purchased as Program	Part of Publicly Announced	
	Purchased			Program	
(In millions, except shares and per share data)					
October 1, 2023 - October 31, 2023	100,329	\$ 27.96	100,329	\$	42.9
November 1, 2023 - November 30, 2023	81,736	28.89	81,736		40.5
December 1, 2023 - December 31, 2023	37,549	30.49	37,549		39.4
	<u><u>219,614</u></u>		<u><u>219,614</u></u>		

#### Recent Sale of Unregistered Securities and Use of Proceeds

None.

#### ITEM 6. RESERVED.

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

The following discussion and analysis should be read in conjunction with the audited Consolidated Financial Statements of Ryerson Holding Corporation and Subsidiaries and the Notes thereto in Item 8. "Financial Statements and Supplementary Data." This discussion contains forward-looking statements that involve risks and uncertainties. See the section entitled "Special Note Regarding Forward-Looking Statements." Our actual results and the timing of selected events could differ materially from those discussed in these forward-looking statements as a result of certain factors, including those discussed in Item 1A. "Risk Factors" and elsewhere in this Form 10-K.

This section of this Form 10-K generally discusses 2023 and 2022 items and year-over-year comparisons between 2023 and 2022. Discussions of 2021 items and year-over-year comparisons between 2022 and 2021. Discussions of 2021 items and year-over-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 December 31, 2022.

### **Overview**

#### **Business**

Ryerson Holding Corporation ("Ryerson Holding"), a Delaware corporation, is the parent company of Joseph T. Ryerson & Son, Inc. ("JT Ryerson"), a Delaware corporation. Affiliates of Platinum Equity, LLC ("Platinum") own approximately 15,924,478 3,924,478 shares of our common stock, which is approximately 43% 11.5% of our issued and outstanding common stock.

We are a leading value-added processor and distributor of industrial metals with operations in the United States ("U.S" U.S.") through JT Ryerson and other U.S. subsidiaries, in Canada through our indirect wholly-owned subsidiary Ryerson Canada, Inc., a Canadian corporation ("Ryerson Canada"), and in Mexico through our indirect wholly-owned subsidiary Ryerson Metals de Mexico, S. de R.L. de C.V., a Mexican corporation ("Ryerson Mexico"). In addition to our North American operations, we conduct metal processing and distribution operations in China through an indirect wholly-owned subsidiary, Ryerson China Limited, a Chinese limited liability company ("Ryerson China"). Unless the context indicates otherwise, Ryerson Holding, JT Ryerson, Ryerson Canada, Ryerson Mexico, and Ryerson China together with their subsidiaries, are collectively referred to herein as "Ryerson," "we," "us," "our," or the "Company."

#### **Industry and Operating Trends**

We are a metals service center providing value-added processing and distribution of industrial metals with operations in the U.S., Canada, Mexico, and China. We purchase large quantities of metal products from primary producers and sell these materials in smaller quantities to a wide variety of metals-consuming industries. We carry a full line of

nearly approximately 75,000 products in stainless steel, aluminum, carbon steel, and alloy steels and a limited line of nickel and red metals in various shapes and forms. In addition to our metals products, we offer numerous value-added processing and fabrication services, and nearly 80% of the metals products we sell are processed by us by bending, beveling, blanking, blasting, burning, cutting-to-length, drilling, embossing, flattening, forming, grinding, laser cutting, machining, notching, painting, perforating, polishing, punching, rolling, sawing, scribing, shearing, slitting, stamping, tapping, threading, welding, or other techniques to process materials to a specified thickness, length, width, shape, and surface quality pursuant to specific customer orders.

Similar to other metals service centers, we maintain substantial inventories of metals to accommodate the short lead times and just-in-time delivery requirements of our customers. Accordingly, we purchase metals to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon customer forecasts, historic buying practices, supply agreements with customers, mill lead times, and market conditions. Our commitments to purchase metals are generally at prevailing market prices in effect at the time we place our orders. At the request of our customers, we have entered into swaps in order to mitigate our customers' risk of volatility in the price of metals and we have entered into metals hedges to mitigate our own risk of volatility in the price of metals. We have no long-term, fixed-price metals purchase contracts. When metals prices decline, customer demands for lower prices and our competitors' responses to those demands could result in lower sale prices and, consequently, lower gross profits and earnings as we sell existing metals inventory. When metals prices increase, competitive conditions will influence how much of the price increase we may pass on to our customers.

The metals service center industry is cyclical and volatile in both demand and pricing, and difficult to predict. In 2022, 2023, Ryerson experienced higher a decline in average selling prices of 15.1% 15.7% and lower a decline in shipments of 3.2%, 4.2% when compared to 2022 as the period was characterized by normalizing global supply and declining demand outpaced supply availability in the first half of 2022. This dynamic reversed in the second half of 2022 due to during 2023, with higher inflation and high interest rates putting downward pressure on contributing to slower economic conditions. conditions for industrial manufacturing. Changes in average selling prices are primarily driven by commodity metals prices, which impact Ryerson's selling prices over the subsequent three to six-month period.

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Throughout 2022, 2023, indicators in the key steel industry end markets reported slowing growth. contraction in industrial activity. This is evidenced by the Institute for Supply Management's Purchasing Managers' Index ("PMI"), which

reported decreasing contracting activity during the year with readings declining despite still holding above below the growth threshold of 50%, indicating decelerating expansion in factory activity. This trend continued to a reading below 50% in November and December of 2022, indicating contraction slowdown in factory activity. Similarly, U.S. Industrial Production, which reports year-over-year industrial sector business output, reported low or slowing growth in output for most of the year.

According to the Metal Service Center Institute, North American service center volumes decreased increased by 2.3% 1.5% in 2022 2023 compared to 2021. 2022. On a North American basis, Ryerson's North American volumes declined 1.9% 4.8% over the same period, outpacing the industry. period. While most sectors experienced declines in volumes, Ryerson experienced demand growth in commercial ground transportation and oil & gas HVAC, and construction equipment on a year-over-year basis.

2022 2023 Performance Highlights

These key metrics illustrate Ryerson's financial performance for the full year 2022/2023 compared to 2021/2022:



\$	3	.	0	8	i	n	\$4	c	66	r	M	\$2.6	e	in	5	a	cr	incre	s	ea	\$6.11	ase	e	se	decrease	\$6.46	decrease	\$136M	decrease
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A reconciliation of diluted EPS to adjusted diluted EPS is provided below.

Domestic steel demand started strong. Lower commodity prices and slower economic conditions in the first half of 2022 driven by macroeconomic factors such as the Russia/Ukraine war which metals markets in 2023 caused a surge in demand due to concerns about resource scarcity, but inflation and rising interest rates in the second half of the year dampened demand. Compared to 2021, lower average selling prices increased and lower volumes. Compared to 2022, average selling prices decreased by 15.1% 15.7% and tons shipped decreased by 3.2% 4.2%, resulting in a year-over-year revenue increase decrease of 11.4% 19.2%. Gross margin expanded contracted by 50 70 bps from 2021 2022 as rapidly increasing decreasing market prices, and therefore selling prices, outpaced the decrease in inventory costs. Warehousing, delivery, selling, general, and administrative expenses for 2022 2023 increased by \$24.0 million \$58.3 million compared to 2021 2022 driven primarily by inclusion of operating expenses from companies acquired in 2022 and 2023 and increased selling, general, and administrative reorganization costs, primarily due to increased delivery system conversion activity as well as start up costs and expenses from acquired businesses. However, expenses as a percentage of sales decreased from 12.5% to 11.6% as the Company was able to mitigate inflationary pressures and achieve expense leverage. As a result associated with our new state of the Company's exceptional performance, evidenced by record revenue, average selling prices, and gross profit, we are University Park location. We generated record net income attributable to Ryerson Holding Corporation of \$391.0 million \$145.7 million, or \$10.21 \$4.10 per diluted share, in 2022 2023. This compares to net income attributable to Ryerson Holding Corporation of \$294.3 million \$391.0 million, or earnings of \$7.56 \$10.21 per diluted share, for 2021 2022. The year over year decreases are a result of the decline in commodity prices and slower economic conditions,

To provide greater insight into the Company's 2022 2023 operating trends apart from the year's one-time transactions, Ryerson provides adjusted net income and adjusted diluted earnings per share figures, which are not U.S. generally accepted accounting principles ("GAAP") financial measures, to compliment the reported GAAP net income and diluted earnings per share figures. Management uses these metrics to assess year-over-year performance excluding non-recurring transactions. Adjusted net income and adjusted diluted earnings per share do not represent, and should not be used as a substitute for, net income or earnings per share determined in accordance with GAAP. Illustrated in the below table, the 2022 2023 net income attributable to Ryerson Holding Corporation of \$391.0 million \$145.7 million includes a \$0.8 million curtailment gain related to various retirement benefit plans. After adjusting for this non-core business transaction and the related income taxes, the adjusted net income attributable to Ryerson Holding Corporation for 2023 is \$145.1 million, a decrease of \$258.5 million compared to the prior year's adjusted net income attributable to Ryerson Holding Corporation of \$403.6 million which included \$21.3 million of expenses related to the redemption of \$300.0 million of the 8.50% senior secured notes due 2028 (the "2028 Notes"), a \$3.8 million gain on the sale of assets, and a \$0.6 million bargain purchase gain related to the acquisition of Ford Tool Steels, Inc. After adjusting for these non-core business transactions and the related provision for income taxes, the adjusted net income attributable to Ryerson Holding Corporation for 2022 is \$403.6 million, an increase of \$113.6 million compared to the prior year's adjusted net income attributable to Ryerson Holding Corporation of \$290.0 million which included adjustments for a \$109.6 million gain related to the sale-leaseback transactions completed during 2021, \$98.3 million of nonrecurring pension settlement expenses driven by a partial annuitization of our pension liabilities, \$5.5 million of expenses related to the redemption of \$100.0 million of the 2028 Notes, and related income taxes.

(Dollars and shares in millions, except per share data)	2022	2021	2023	2022
<b>Net income attributable to Ryerson Holding Corporation</b>	<b>391.</b>	<b>\$ 294.3</b>	<b>\$ 145.7</b>	<b>\$ 391.0</b>
Gain on bargain purchase	(0.6)	—	—	(0.6)
Gain on sale of assets	—	(109.6)	—	(3.8)
Loss on retirement of debt	21.3	5.5	—	21.3
Pension settlement charge	—	98.3	—	—
Benefit plan curtailment gain	—	—	(0.8)	—
Provision (benefit) for income taxes	(4.3)	1.5	0.2	(4.3)

<b>Adjusted net income attributable to Ryerson Holding Corporation</b>	<b>403.</b>					
	<b>\$ 6</b>	<b>\$ 290.0</b>	<b>\$ 145.1</b>	<b>\$ 403.6</b>		
Diluted earnings per share	10.2	\$ 1 \$ 7.56	\$ 4.10	\$ 10.21		
Adjusted diluted earnings per share	10.5	\$ 4 \$ 7.46	\$ 4.08	\$ 10.54		
Shares outstanding - diluted	38.3	38.9	35.6	38.3		

Ryerson generated cash from operating activities of **\$501.2 million** **\$365.1 million** in 2022, an increase 2023, a decrease compared to **\$35.0 million** **\$501.2 million** generated in 2021 driven by 2022. The decrease in cash generation year over year is primarily due to lower net income from operations. See further details within the the section titled "Liquidity and Capital Resources" within this Item.

### Ryerson's 2022 2023 Strategy Achievements

Ryerson's market strategy focuses on providing excellent customer experiences consistently with speed at scale. Our culture is based on our trademarked "say yes, figure it out" mantra as we strive to grow volume and sustainably expand margins by increasing our fabrication business, transactional sales and improving our speed through our use of both tools and analytics.

Ryerson's financial strategy includes a focus on generating cash from operating activities and continuously improving a "through the cycle" operating model in order to maintain a strong balance sheet, re-invest in the growth of the business, and generate returns to shareholders. In 2022, the Company achieved major milestones in its financial strategy. During the year, Ryerson successfully eliminated its high yield debt through redemption of all the outstanding principal of the 2028 Notes, creating annual interest savings of approximately \$25.5 million. As a result of strong operating cash flow, total debt decreased from \$639 million as of December 31, 2021 to \$367 million as of December 31, 2022 and net debt (defined as total debt less cash and cash equivalents) decreased from \$588 million to \$328 million. Net debt is not a GAAP financial measure. We believe that net debt provides a clearer perspective of the Company's overall debt situation. Net debt should not be used as a substitute for total debt outstanding as determined in accordance with GAAP. A reconciliation of debt to net debt is provided with the "Liquidity and Capital Resources" discussion below.

In addition, Ryerson amended and upsized its revolving credit facility to \$1.3 billion from \$1.0 billion on improved pricing terms while extending the maturity to June 2027, allowing for balance sheet flexibility on improved availability of liquidity to match business needs.

Throughout the year, Ryerson's Board of Directors increased the quarterly cash dividend consecutively across all four quarters. During this period, the Company also completed its \$50 million share repurchase authorization fourteen months ahead of schedule, including repurchasing 1.6 million shares from its largest shareholder, Platinum Equity, which increased the free float of shares to 57% of shares outstanding, up from 46%. In August, the Board also approved a new share

repurchase program authorizing the Company to purchase up to an aggregate of \$75 million of common stock over the following two years, expiring in August 2024. These accomplishments, along with the retirement of high yield debt represent the transformation of Ryerson's capital structure and reflect the Company's commitment of delivering value to shareholders and underscore its confidence in its transformed balance sheet and improved operating model while also providing the ability to purchase shares below intrinsic value. Further underscoring this commitment and confidence, Ryerson's Board of Directors approved a one-cent increase to the dividend to \$0.17 per share of common stock in February of 2023. In 2022, the Company repurchased approximately 1.7 million shares, resulting in a return to shareholders of approximately \$50.0 million. Combined with distributed dividend payments, Ryerson returned approximately \$70 million to shareholders in 2022.

In recognition of the Company's substantially reduced debt, Ryerson received credit upgrades from two of its covering agencies in 2022 and received a credit rating upgrade from the third in February of 2023. Moody's upgraded Ryerson's corporate rating to Ba3 from B1, Standard & Poor's ("S&P") upgraded it to BB- from B+, and Fitch issued an upgrade to BB from BB-. The following table summarizes the Company's ratings by agency as of February 22, 2023.

Agency	Corporate	Revolving Credit Facility	Outlook
Moody's	Ba3	Ba3	Stable
S&P	BB-	N/A	Stable
Fitch	BB	BBB-	Stable

During the year, the Company invested in optimizing its service center network through organic growth investments as well as strategic acquisitions. In August, construction completed on a new 2023, Ryerson's newly constructed 214,000 square foot service center facility in Centralia, Washington became fully operational, which will serve serves the Pacific Northwest market and feature features advanced processing capabilities for sheet, plate, and long products. In June, Over the year, Ryerson broke ground also progressed with construction on a new 900,000 square foot service center facility for its wholly-owned subsidiary, Central Steel & Wire Company, located in University Park, IL, which will feature expanded bar and tube processing capabilities and is expected to be operational by the middle second quarter of 2023. 2024.

In addition, Ryerson augmented its service center network through the acquisition of four companies, Apogee Steel Fabrication BLP Holdings, LLC ("BLP"), Norlen Incorporated Ford Tool Steels, Inc. ("Norlen"), Howard Precision Metals, Inc. TSA Processing ("TSA"), and Excelsior, Inc. Hudson Tool Steel Corporation ("Hudson"). These additions bring advanced acquisitions bolster value-added processing capabilities enhance in custom engineering and robotic manufacturing, broaden supply chain networks and service points, and broaden diversify Ryerson's transactional customer portfolio and exposure to secular end markets, which include HVAC, Agriculture, Oil & Gas, and Aerospace-related applications. Please refer to the section titled "Acquisitions" within this Item as well as Note 2 — "Acquisitions" of Part II, Item 8 "Financial Statements and Supplementary Data" for further consolidated information on our 2023 acquisitions.

During 2023, the Company repurchased \$113.9 million of its common stock including electric vehicles the repurchase of 2.9 million shares from its largest shareholder, Platinum Equity. Overall, Platinum Equity's sale of shares increased the share free float to 88.5% of shares outstanding, up from 57% as of December 31, 2022. As of May 1, 2023, \$20 million of

\$75 million remained under the existing share repurchase authorization and renewable energy. the Board of Directors authorized increasing and extending the Company's share repurchase program by \$80.0 million to \$100.0 million expiring in April 2025. Throughout the year, Ryerson's Board of Directors increased the quarterly cash dividend consecutively across all four quarters, and returned \$24.8 million to shareholders in the form of dividends. In 2023, through share repurchases and dividends, Ryerson returned approximately \$139 million to shareholders.

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In December of 2023, Ryerson published its inaugural Environmental, Social, and Governance ("ESG") report, second Sustainability Report, which describes the Company's ESG governance and commitment to making meaningful progress in five key focus areas: diversity, equity and inclusion, energy and emissions, talent and future workforce, circular economy, and data security. Additionally, the report highlights Ryerson's scope 1 and 2 emissions, relative emissions comparisons to metals and distribution peers, commitment to employee safety and continued outperformance of industry average OSHA rates, as well as initiatives by the Company's talent management office to develop its workforce.

In 2023, the Company progressed in its financial strategy. In adherence with a core pillar of our financial priorities announced at our investor day in 2022, we maintained our leverage ratio within the target range between 0.5x to 2.0x throughout the year. In recognition of the Company's substantial reduction in debt in 2022, achieved by retiring the remaining \$300 million of the 2028 Notes, Ryerson received a credit upgrade from Fitch in February of 2023. Two of its covering agencies also gave the Company an upgrade in 2022. Moody's upgraded Ryerson's corporate rating to Ba3 from B1, Standard & Poor's ("S&P") upgraded it to BB- from B+, and Fitch issued an upgrade to BB from BB-. The following table summarizes the Company's current ratings by agency.

Agency	Corporate	Revolving Credit Facility	Outlook
Moody's	Ba3	Ba3	Stable
S&P	BB-	N/A	Stable
Fitch	BB	BBB-	Stable

## Industry Developments

On February 24, 2023, the US government announced trade actions targeting goods and entities from Russia, which included a proclamation to impose 200% ad valorem tariffs on Russian-origin aluminum products and derivative products and other articles made from Russian primary aluminum or Russian aluminum castings. The duties will be imposed under section 232 of the Trade Expansion Act ("Section 232") and cited by the White House due to (1) challenges faced by US aluminum producers in the face of high levels of aluminum imports and high energy prices; (2) recent

increases in imports of aluminum from Russia, whose market is especially export-oriented, by 53 percent between March and July 2022; and (3) the fact that the Russian aluminum industry is a key part of Russia's defense industrial base. Ryerson has communicated to all vendors that we will not accept any Russian originating metal. The trade actions announced by the US government should support prices for Ryerson's product sales mix prices as the underlying domestic and North American supply-demand balance is protected from oversupply.

After the Russian forces invaded Ukraine on February 24, 2022, the Biden administration issued executive orders prohibiting the importation of goods from covered regions related to Ukraine and Russia. Ryerson takes this very seriously and has reviewed our direct and indirect material purchases to ensure compliance. On April 8, 2022, President Biden signed into law the Suspending Normal Trade Relations with Russia and Belarus Act, which denies "most-favored nation" tariff treatment to products of Russia and Belarus and extends the President's authority to impose sanctions under the Global Magnitsky Human Rights Accountability Act. Beginning April 9, 2022, April 9, 2022, the Act imposes a 10.5% import duty on unalloyed primary aluminum and 11.0% on value-add aluminum products. The import duties are not expected to have a meaningful impact on the availability of aluminum for Ryerson. In 2022, 2023, the Company has not purchased material from Russia or the named Ukrainian regions and has no open purchases orders issued to Russian suppliers as of December 31, 2022 December 31, 2023.

## Acquisitions

On August 10, 2021, the Senate passed the Infrastructure Investment and Jobs Act, a \$1.2 trillion bill which features \$550 billion in new federal spending over five years. Included in this spending is investment in roads, bridges, and major projects, passenger and freight rail, electrical grid improvements, expansion of broadband access, transit systems, infrastructure for electric vehicles, and improvements to water systems. This bill was signed into law on November 15, 2021. The Company believes that the

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additional government spending on infrastructure projects under the Infrastructure Investment and Jobs Act may generate additional demand for our products especially within the industrial equipment, construction, green energy, and transportation industries. Accordingly, we anticipate that the Infrastructure Investment and Jobs Act will be beneficial to the Company, but ultimately the impact on the Company's operations is unclear.

On April 22, 2021, the U.S. International Trade Commission ("USITC") confirmed the Department of Commerce's affirmative antidumping duty determinations and injury determinations regarding US imports of common alloy aluminum sheet. As a result, the USITC has issued final antidumping duty orders on U.S. imports of common alloy aluminum sheet from the following sixteen countries: Bahrain, Brazil, Croatia, Egypt, Germany, India, Indonesia, Italy, Oman, Romania, Serbia, Slovenia, South Africa, Spain, Taiwan, and Turkey. Antidumping rates differ greatly depending on country of origin and producing mill and range from the low single digits to as high as 243%. Ryerson anticipates that the actions of the USITC will support the prices of domestically produced aluminum sheet and therefore benefit the Company's average selling prices.

On March 1, 2018, the White House announced a 25% tariff on all imported steel products and 10% tariff on all imported aluminum products for an indefinite amount of time under Section 232 of the Trade Expansion Act ("Section 232"). These tariffs, while in effect, have discouraged metal imports from non-exempt countries and have had a favorable impact on the prices of the products we sell and our results of operations. In October 2021, the US and European Union agreed to revise Section 232 tariffs applied to the import of European steel and aluminum, allowing for the duty-free import of European steel and aluminum into the US, subject to tariff rate quotas. Specifically, the tariff rate quota includes the duty-free import of 3.3 million metric tons of steel melted and poured in the European Union, 18 thousand metric tons of unwrought aluminum, and 366 thousand metric tons of semi-finished aluminum. The revision was applied on January 1, 2022. Tariff rate quotas have since been implemented for Japan and the United Kingdom at 1.25 million metric tons and 0.5 million metric tons, respectively. The effective dates for the revisions were April 1, 2022 for Japan and June 1, 2022 for the United Kingdom.

## Acquisitions and Investments

On February 28, 2022, Ryerson Canada acquired substantially all of the assets of Apogee Steel Fabrication Incorporated ("Apogee"), a sheet metal fabricator located in Mississauga, Ontario, Canada. Apogee is a full-line fabrication company providing sheering, punching, forming, and laser cut processing in addition to welding and hardware assembly services. Apogee provides complex fabrication assemblies in stainless steel, aluminum, and carbon sheet and adds to Ryerson's value-added processing capabilities. Total amount paid by Ryerson Canada for the acquisition amounted to \$3.1 million.

On May 9, 2022, JT Ryerson paid \$2.0 million to acquire a 30% ownership interest in FreeFORM Manufacturing, LLC ("FreeFORM"), an additive manufacturing and engineering company specializing in metal additive manufacturing including metal binder jet 3D printing and metal injection molding. Founded in 2020, FreeFORM serves manufacturers in a multitude of industries and strategically aligns with Ryerson's current and future customer base.

On May 31, 2022, JT Ryerson paid \$2.9 million to acquire Ford Tool Steels, Inc. ("FTS"), a tool steel processor located in St. Louis, Missouri. FTS serves customers across the Midwest U.S. with tool steel and alloys, as well as cut-to-length sawing, plate sawing, and grinding and milling services.

On August 31, 2022 March 1, 2023, JT Ryerson acquired Howard Precision Metals, Inc. ("Howard"), one BLP. Based out of the largest aluminum distributors Houston, Texas, BLP is comprised of three divisions: Absolute Metal Products, Metal Cutting Specialists, and Houston Water Jet, serving various industries such as oil & gas, aerospace, telecommunications, and structural fabrication. BLP provides complex fabrication services in the Midwest. Based in Milwaukee, Wisconsin, Howard specializes in value-added addition to toll processing, services including high-quality precision-cut aluminum plate saw cutting, machining, and saw-cut extruded aluminum bar distribution. water jet cutting. The total amount paid by JT Ryerson for the acquisition amounted to \$19.2 million \$39.9 million.

On November 1, 2022 October 2, 2023, JT Ryerson paid \$31.8 million to acquire Excelsior, Inc. ("Excelsior"), acquired Norlen. Based in Fresno, California, Excelsior out of Schofield, Wisconsin, Norlen is a full-service metal fabricator, providing stamping, machining, painting, and additional value-added fabrication services to industries including agriculture, HVAC, and machining company defense. The total amount paid by JT Ryerson, net of cash acquired, for the acquisition amounted to \$30.5 million.

On November 1, 2023, JT Ryerson acquired TSA. Headquartered in Houston, Texas, with advanced processing five other locations across the Midwest and Southern United States, TSA is a stainless steel and aluminum coil and sheet processor. The total amount paid by JT Ryerson, net of cash acquired, for the acquisition amounted to \$37.7 million.

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On December 1, 2023, JT Ryerson acquired Hudson. Hudson is headquartered in Cerritos, California, with two facilities located in the Midwest and Northeast. Hudson is a supplier of tool steels and high-speed, carbon, and alloy steels. The total amount paid by JT Ryerson, net of cash acquired, for the acquisition amounted to \$19.4 million.

Additionally, during the first six months of 2023, JT Ryerson completed the purchase of certain assets from ExOne Operating, LLC. The total amount paid by JT Ryerson for the acquired assets was \$9.7 million.

The 2023 acquisitions strengthen and expand JT Ryerson's valued-add services within our industry-leading stainless and aluminum franchises as well as our tool steel capabilities including machining centers, laser which will allow us to increase our offerings to better serve our diverse customer base across our entire network. The 2023 acquisitions are not individually significant to the consolidated financial statements. Please refer to Note 2 — "Acquisitions" of Part II, Item 8 "Financial Statements and waterjet cutting, welding, and complex assemblies that are a value-add to Ryerson's processing capabilities. Supplementary Data" for further consolidated information on our 2023 acquisitions.

## Components of Results of Operations

We generate substantially all of our revenue from sales of our metals products. The majority of revenue is recognized upon delivery of product to customers. The timing of shipment is substantially the same as the timing of delivery to customers given the proximity of our distribution sites to our customers. Revenues associated with products which we believe have no alternative use, and where the Company has an enforceable right to payment, are recognized on an over-time basis. Over-time revenues are recorded in proportion with the progress made toward completing the performance obligation.

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Sales, cost of materials sold, gross profit, and operating expense control are the principal factors that impact our profitability:

*Net Sales.* Our sales volume and pricing are driven by market demand, which is largely determined by overall industrial production and conditions in specific industries in which our customers operate. Sales prices are also primarily driven by market factors such as overall demand and availability of product. Our net sales include revenue from product sales, net of returns, allowances, customer discounts, and incentives.

*Cost of materials sold.* Cost of materials sold includes metal purchase and in-bound freight costs, third-party processing costs, and direct and indirect internal processing costs. The cost of materials sold fluctuates with our sales volume and our ability to purchase metals at competitive prices. Increases in sales volume generally enable us to improve purchasing leverage with suppliers as we buy larger quantities of metals inventories.

*Gross profit.* Gross profit is the difference between net sales and the cost of materials sold. Our sales prices to our customers are subject to market competition. Achieving acceptable levels of gross profit is dependent on our acquiring metals at competitive prices, our ability to manage the impact of changing prices, and efficiently managing our internal and external processing costs.

*Operating expenses.* Optimizing business processes and asset utilization to lower fixed expenses such as employee, facility, and truck fleet costs, which cannot be rapidly reduced in times of declining volume, and maintaining low fixed cost structure in times of increasing sales volume, have a significant impact on our profitability. Operating expenses include costs related to warehousing and distributing our products as well as selling, general, and administrative expenses.

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## Results of Operations

The following table sets forth our Consolidated Statements of Operations data (certain percentages may not calculate due to rounding):

	% of Year Ended December 31, 2022		% of Year Ended December 31, 2021		Year Ended December 31, 2023		% of Year Ended December 31, 2022	
	Net Sale	s	Net Sale	s	Net Sales	s	2022	
	2022		2021		2023		2022	
Net sales		10		10				
		0.		0.				
	\$	6,323.6	0 %	\$	5,675.3	0 %	\$	5,108.7
Cost of materials sold		79		79				
	5,013.5	.3	4,528.5	.8	4,087.1	80.0	5,013.5	79.3
Gross profit		20		20				
	1,310.1	.7	1,146.8	.2	1,021.6	20.0	1,310.1	20.7
Warehousing, delivery, selling, general, and administrative expenses		11		12				
	735.2	.6	711.2	.5	793.5	15.5	735.2	11.6
Gain on sale of assets		(0.		(1.				
	(3.8)	1)	(109.6)	9)	—	—	(3.8)	(0.1)
Operating profit		9.		9.				
	578.7	2	545.2	6	228.1	4.5	578.7	9.2
Other expenses		(0.		(2.				
	(55.8)	9)	(156.1)	7)	(34.4)	(0.7)	(55.8)	(0.9)
Income before income taxes		8.		6.				
	522.9	3	389.1	9	193.7	3.8	522.9	8.3
Provision for income taxes		2.		1.				
	131.4	1	93.7	7	47.3	0.9	131.4	2.1
Net income		6.		5.				
	391.5	2	295.4	2	146.4	2.9	391.5	6.2
Less: Net income attributable to noncontrolling interest		0.5	—	1.1	—			
					0.7	—	0.5	—
Net income attributable to Ryerson Holding Corporation	\$	391.0	2 %	\$	294.3	2 %	\$	145.7
								2.9 %
							\$	391.0
								6.2 %

Basic earnings per share	\$ 10.41	\$ 7.67	\$ 4.17	\$ 10.41
Diluted earnings per share	\$ 10.21	\$ 7.56	\$ 4.10	\$ 10.21

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The following charts show the Company's percentage of sales by major product lines for 2022, 2023 and 2021.



Comparison of the year ended December 31, 2022, December 31, 2023 with the year ended December 31, 2021.

December 31, 2022

#### Net Sales

	Perc				Year Ended December 31,				Dollar change	Percentage change		
	Year Ended		Doll	enta	Year Ended December 31,							
	December 31,		ar	ge								
			chan	chan								
	2022	2021	ge	ge	2023	2022	change	change				
(\$ in millions)					(\$ in millions)							
Net sales	6,3	5,6	64		\$ 5,108.7	\$ 6,323.6	\$ (1,214.9)	(19.2)%				
	23.	75.	8.	11.								
	\$ 6	\$ 3	\$ 3	4%								
(in thousands)					(in thousands)							

  

	Perc				Year Ended December 31,				Tons change	Percentage change		
	Year Ended		Doll	enta	Year Ended December 31,							
	December 31,		ar	ge								
			chan	chan								
	2022	2021	ge	ge	2023	2022	change	change				
(in thousands)					(in thousands)							

Tons sold	2,0	2,0	(6	(3.		1,943	2,029	(86)	(4.2)%		
	29	95	6)	2)%							
	Perc										
	Year Ended		Price	Change		Year Ended December 31,		Price	Percentage		
	December 31,		e	ge	December 31,						
			chan	chan			2023		2022		
	2022	2021	ge	ge					change		
Average selling price per ton sold	3,1	2,7	40	15.		\$ 2,629	\$ 3,117	\$ (488)	(15.7)%		
	\$ 17	\$ 09	\$ 8	1%							

Revenue for the year ended December 31, 2022 December 31, 2023, increased decreased from the same period a year ago due to higher lower average selling prices caused by higher lower commodity prices and supply constraints to lower volume caused by slower economic conditions in metal markets in 2023. Commodity prices were at cyclical highs in 2021 and 2022 before beginning to decline in the first second half of 2022. Compared to the year ago period, average selling price increased decreased for all of our product lines in 2022 2023 with the largest increases decreases in our carbon flat, stainless long, aluminum flat, aluminum long, and aluminum carbon plate products. Tons sold decreased in 2022 2023 overall, with the largest decreases in our stainless flat, stainless plate, aluminum long, and stainless carbon long product lines partially offset by an increase in our stainless, aluminum, and carbon plate shipments. Tons sold per ship day were 7,741 in 2023 compared to 8,084 in 2022 as compared to 8,313 in 2021. 2022.

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#### Cost of Materials Sold

Year Ended December 31,		Year Ended December 31,	
2022	2021	2023	2022

	%					%					%					
	Ne		of		Dolla		Perce		%		Net		%		Dollar	
	Sal		Net		r		ntage		of		Net		% of Net		Percentage	
	\$	es	\$	s	ge	ge	\$	ge	\$	Sales	\$	Sales	\$	Sales	Dollar	Percentage
	(\$ in millions)					(\$ in millions)					(\$ in millions)					
Cost of materials sold	5,019.3	5,052.8	7,485.5	7,500.0	10.7%	\$ 4,087.1	80.0%	\$ 5,013.5	79.3%	\$ (926.4)	\$ 2,103	\$ 2,471	\$ (368)	\$ (14.9)	(18.5)%	
Year Ended December																
31, 2023																
Year Ended December																
31, 2022																
Average cost of materials per ton sold	2,472.1	2,430.6	1,476.9	1,490.0	3%	\$ 4,087.1	80.0%	\$ 5,013.5	79.3%	\$ (926.4)	\$ 2,103	\$ 2,471	\$ (368)	\$ (14.9)	(18.5)%	

The increase decrease in cost of materials sold in 2022 2023 compared to the year ago period is primarily due to the increase a decrease in average cost of materials sold per ton driven by higher commodity prices due and to supply constraints in the first half of 2022 partially offset by lower tons sold. The average cost of materials sold increased decreased across all of our product lines with the average cost of materials sold for our stainless plate, stainless flat, and stainless long carbon product lines increasing decreasing more than our other product lines during 2022 2023.

During 2023, LIFO income was \$98 million related to decreases in pricing for all product lines, with the largest impact from carbon products, slightly offset by the liquidation of older LIFO layers for stainless and aluminum products that were at a net higher cost. During 2022, LIFO income was \$58 million related to a decrease in pricing for carbon product lines, partially offset by increases in pricing in stainless and aluminum products as well as the impact of a reduction in carbon tons in inventory, which led to the liquidation of older LIFO layers that were at a higher cost. During 2021, LIFO expense was \$366 million related to increases in pricing for all product lines with the largest impact from carbon products.

## Gross Profit

	Year Ended December 31,							
	2022				2021			
	% of Net		% of Net		Dollar		Percentage	
	\$	Sales	\$	Sales	\$	change	\$	change
(\$ in millions)								
Gross profit	\$ 1,310.1	20.7%	\$ 1,146.8	20.2%	\$ 163.3		\$ 163.3	14.2%

	Year Ended December 31,							
	2023				2022			
	% of Net		% of Net		Dollar		Percentage	
	\$	Sales	\$	Sales	\$	change	\$	change
(\$ in millions)								
Gross profit	\$ 1,021.6	20.0%	\$ 1,310.1	20.7%	\$ (288.5)		\$ (288.5)	(22.0)%

Gross profit dollars increased decreased in 2022 2023 compared to 2021 2022 as average selling price increased decreased faster than the increase decrease in the average cost of materials sold resulting in an increase a decrease in gross margin.

## Operating Expenses

	Year Ended December							
	31,				Year Ended December 31,			
	2022		2021		2023		2022	
	%	%	%	%	Perc		Net	Net
of								
Ne								
t								
Sal								
\$ es								
(\$ in millions)								
Warehousing, delivery, selling, general, and administrative expenses	7	7	3 1	1 1	5 1	1 2	24	24
	\$ 2	6 %	\$ 2	5 %	\$ .0	3.4 %	\$ 793.5	15.5 %
							\$ 735.2	11.6 %
							\$ 58.3	7.9 %

Gain on sale of assets	( 1 0 ( 10 9 3 .	— — 5. (96 \$ 8) 1)% \$ 6) 9)% \$ 8 .5)% \$ — — \$ (3.8) (0.1)% \$ 3.8 (100.0)%
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Warehousing, delivery, selling, general, and administrative expenses increased \$24.0 million \$58.3 million in 2022 2023 compared to 2021. The 2022 with \$28.4 million of the increase in driven by including the expenses in of companies acquired during 2022 was primarily due to changes and 2023. Excluding the impact of acquisitions, expenses changed in the following categories:

- higher reorganization costs of \$28.7 million in 2023 primarily due to increased system conversion activity as well as start up costs associated with our new state of the art University Park location;
- higher employee benefit costs of \$8.3 million in 2023, primarily due to higher medical costs and stock compensation expense;
- higher salaries and wage expense of \$4.9 million in 2023 primarily due to compensation increases;
- higher operating expenses of \$4.3 million in 2023 primarily due to higher repair & maintenance costs, higher information technology expenses, and higher insurance expense; and
- higher selling, general, and administrative expenses of \$16.9 million \$1.3 million in 2023 resulting from higher consulting fees and higher travel and entertainment expenses;
- higher delivery expenses of \$14.2 million due to increased fuel and delivery costs;
- higher operating expenses of \$11.1 million primarily due to higher repair & maintenance costs, higher operating supplies, higher rent expense after the leaseback of facilities sold in 2021 and the new lease on the Centralia, Washington facility which began in the third quarter of 2022, and higher information technology costs;
- higher reorganization costs of \$3.4 million primarily due to increased system implementation activity;
- higher depreciation and amortization expense of \$2.9 million from increased capital expenditures in 2022; and
- partially offset by lower incentive compensation expenses of \$22.6 million, which comprises lower sales incentive expense of \$35.4 million, partially offset by an increase of \$12.8 million in salaries and wage expense due to compensation increases and increased headcount resulting from acquisitions. \$21.2 million.

In 2022, we recorded a gain on sale of assets of \$3.8 million from the sale of a facility in Texas that Ryerson had an option to purchase. In 2021, we recognized a gain of \$87.4 million on the sale and leaseback of twelve facilities across the U.S. in the second quarter and we recognized a gain on sale of assets of \$20.3 million from the sale and leaseback of our Renton, Washington facility in the first quarter.

On a per ton basis, total operating expenses increased to \$408 per ton in 2023 from \$360 per ton in 2022 from \$287 per ton in 2021.2022.

### Operating Profit

	Year Ended December 31,									
	2022					2021				
	% of Net		% of Net		(\$ in millions)					Percentage change
	\$	Sales	\$	Sales	Dollar change					
Operating profit	\$ 578.7	9.2 %	\$ 545.2	9.6 %	\$ 33.5					6.1 %

	Year Ended December 31,									
	2023					2022				
	% of Net		% of Net		(\$ in millions)					Percentage change
	\$	Sales	\$	Sales	Dollar change					
Operating profit	\$ 228.1	4.5 %	\$ 578.7	9.2 %	\$ (350.6)					(60.6) %

Our operating profit increased decreased in 20222023 compared to 20212022 primarily due to increases the decrease in average selling prices and higher gross margins profit and the increase in operating expenses as discussed above.

### Other Expenses

	Year Ended December 31,					Year Ended December 31,				
	2022		2021		(\$ in millions)	2023		2022		Percentage change
	%	%	of	of		Dolla	Percen	% of	% of	
	Net	Net	Sal	Sal		r	tage	Net	Net	
	Sal	Sal	chan	chan		chan	chang	Net	Dollar	Percentage
	\$	es	\$	es		ge	e	\$	Sales	
					(\$ in millions)				(\$ in millions)	

Interest and other expense on debt												
Other income and (expense), net												
Pension settlement charges												
Loss on retirement of debt												

Interest and other expense on debt decreased in 2022 compared to 2021 primarily due to higher interest rates on credit facility borrowings under our \$1.3 billion revolving credit facility ("the Ryerson Credit Facility") and a higher level of borrowings outstanding under the Ryerson Credit Facility compared to the prior year. Partially offsetting this increase was the redemption and repurchase of \$300.0 million principal amount of our 8.50% senior secured notes due 2028 (the "2028 Notes") during 2022, bringing the first nine months of 2022 and the repurchase outstanding principal balance to zero in July 2021 of \$150.0 million of the 2028 Notes. Partially offsetting the impact of the redemption of the 2028 Notes was higher interest expense in 2022 on a higher level of borrowings outstanding under our \$1.3 billion revolving credit facility ("the Ryerson Credit Facility") and to higher interest rates on credit facility borrowings compared to the prior year. Interest expense in 2022 included \$2.6 million in charges to write-off unamortized bond issuance costs related to the \$300.0 million of 2028 Notes redeemed in 2022. Interest expense in 2021 included a \$2.8 million charge to write-off unamortized bond issuance costs related to the \$150.0 million of 2028 Notes redeemed in July 2021.

The other income and (expense), net in 2023 includes a \$0.8 million gain on the curtailment of certain Central Steel & Wire ("CSW") pension and other post-employment benefit plans. The curtailment is due to a reduction in future years of service resulting from workforce reductions at CSW as the CSW headquarters is closing and operations are moving to a new facility in University Park, IL. The other income and (expense), net in 2022 includes foreign currency translation losses of \$1.3 million. In addition, the year 2022 includes losses of \$21.3 million on the redemption and repurchase of \$300.0 million of the 2028 Notes. In addition, the other income and (expense), net in 2022 includes foreign currency translation losses of \$1.3 million, and a \$0.3 million charge from net periodic benefit cost other than service cost. The year 2021 includes a \$98.7 million pension settlement loss due to the annuitization and lump-sum payouts of a portion of our pension

liability and a \$5.5 million loss on the repurchase of \$150.0 million of the 2028 Notes. In addition, the other income and (expense), net in 2021 includes a \$2.1 million loss from the change in the fair value of an embedded derivative within the 2028 Notes indenture, and a \$0.7 million credit from net periodic benefit cost other than service cost. See the Pension Funding section below for further details on the transactions that resulted in the pension settlement loss in 2021.

#### **Provision for Income Taxes**

The \$47.3 million income tax provision in 2023 and the \$131.4 million income tax provision in 2022 primarily represents taxes at federal and local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses.

The \$93.7 million income tax provision in 2021 primarily represents taxes at federal and local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses. During 2021, the Company

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recorded a \$1.6 million benefit as a result of releasing valuation allowances on certain state and foreign net operating losses, and a \$0.8 million benefit related to the statute of limitations expiring on an uncertain tax position.

#### **Noncontrolling Interest**

In both 2022 and 2021, Ryerson China's results of operations was income and the portion attributable to the noncontrolling interest was \$0.5 million \$0.7 million and \$1.1 million \$0.5 million, respectively.

#### **Earnings Per Share**

Basic and diluted earnings per share was \$4.17 and \$4.10, respectively, in 2023. Basic and diluted earnings per share was \$10.41 and \$10.21, respectively, in 2022. Basic and diluted earnings per share was \$7.67 and \$7.56, respectively, in 2021. The changes in earnings per share are due to the results of operations discussed above as

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well as having fewer shares outstanding in 2023 after the repurchase in 2023 of 3,253,313 shares of common stock, including 2,882,720 shares from Platinum, in addition to the repurchase of 1,700,766 shares of common stock during 2022.

#### **Liquidity and Capital Resources**

The Company's primary sources of liquidity are cash and cash equivalents, cash flows from operations, and borrowing availability under the Ryerson Credit Facility that matures on November 5, 2025. Our principal source of operating cash is from the sale of metals and other materials. Our principal uses of cash are for payments associated with the procurement and processing of metals and other materials inventories, costs incurred for the warehousing and delivery of inventories, the selling and administrative costs of the business, capital expenditures, and for interest payments on debt.

We had cash and cash equivalents of \$54.3 million at December 31, 2023, compared to \$39.2 million at December 31, 2022, compared to \$51.2 million at December 31, 2021 December 31, 2022. Our total debt outstanding at December 31, 2022 decreased December 31, 2023 increased to \$367 million \$436.5 million compared to \$639 million \$367.0 million of total debt outstanding at December 31, 2021 December 31, 2022 due to acquisitions, capital expenditures, share repurchases and dividends paid, partially offset by income from operations in 2022, 2023. We had a debt-to-capitalization ratio of 32% and 29% at December 31, 2023 and 54% at December 31, 2022 and at December 31, 2021, respectively. We had total liquidity (defined as cash and cash equivalents, and availability under the Ryerson Credit Facility and foreign debt facilities) of \$656 million at December 31, 2023 versus \$909 million at December 31, 2022 versus \$741 million at December 31, 2021. Our net debt (defined as total debt less cash and cash equivalents) was \$382 million and \$328 million at December 31, 2023 and \$588 million at December 31, 2022 and December 31, 2021, respectively. Total liquidity and net debt are not U.S. generally accepted accounting principles ("GAAP") financial measures. We believe that total liquidity provides additional information for measuring our ability to fund our operations. Total liquidity does not represent, and should not be used as a substitute for, net income or cash flows from operations as determined in accordance with GAAP and total liquidity is not necessarily an indication of whether cash flow will be sufficient to fund our cash requirements. We believe that net debt provides a clearer perspective of the Company's overall debt situation. Net debt should not be used as a substitute for total debt outstanding as determined in accordance with GAAP.

Below is a reconciliation of cash and cash equivalents to total liquidity:

	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2023	December 31, 2022	December 31, 2021
	(In millions)			(In millions)		
Cash and cash equivalents	\$ 39	\$ 51	\$ 61	\$ 54	\$ 39	\$ 51
Availability under Ryerson Credit Facility and foreign debt facilities	870	690	312	602	870	690
<b>Total liquidity</b>	<b>\$ 909</b>	<b>\$ 741</b>	<b>\$ 373</b>	<b>\$ 656</b>	<b>\$ 909</b>	<b>\$ 741</b>

Below is a reconciliation of total debt to net debt:

	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2023	December 31, 2022	December 31, 2021
	(In millions)			(In millions)		
Total debt	\$ 367	\$ 639	\$ 740	\$ 436	\$ 367	\$ 639

Less: cash and cash equivalents	(39)	(51)	(61)	(54)	(39)	(51)
Net debt	\$ 328	\$ 588	\$ 679	\$ 382	\$ 328	\$ 588

Of the total cash and cash equivalents, as of December 31, 2022 December 31, 2023, \$8.1 million \$34.2 million was held in subsidiaries outside the U.S. that is deemed to be permanently reinvested. Ryerson does not currently foresee a need to repatriate earnings from its non-U.S. subsidiaries. Although Ryerson has historically satisfied needs for more capital in the U.S. through debt or equity issuances and a significant portion of the earnings held in foreign jurisdictions is deemed to have been repatriated under the 2017 U.S. Tax Cuts and Jobs Act, Ryerson could elect to repatriate additional earnings, which could result in foreign withholding taxes and potential U.S. state income taxes. We have not recorded a deferred tax liability for the effect of a possible repatriation of these earnings as management intends to permanently reinvest these earnings outside of the U.S. Specific plans for reinvestment include funding for future international acquisitions and funding of existing international operations.

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The following table summarizes the Company's cash flows:

	Year Ended December 31,		Year Ended December 31,	
	2022		2023	
	(In millions)		(In millions)	
Net income	\$ 391.5	\$ 295.4	\$ 146.4	\$ 391.5
Depreciation and amortization	59.0	55.9	62.5	59.0
Pension settlement charge	—	98.7	—	—
Loss on retirement of debt	21.3	5.5	—	21.3
Gain on sale of assets	(3.8)	(109.6)	—	—
Change in operating assets and liabilities:				
Receivables	126.7	(252.5)	67.9	126.7
Inventories	39.9	(227.9)	28.8	39.9
Accounts payable	(72.1)	123.6	24.8	(72.1)
Accrued liabilities	(17.5)	32.0	—	—

Deferred employee benefit costs	(7.7)	(25.0)		
Accrued taxes payable/receivable			23.3	(52.9)
Tenant improvement allowance			15.9	—
Other operating asset and liability balances	(33.7)	1.9	(22.5)	(6.0)
All other operating cash flows	(2.4)	37.0	18.0	(6.2)
<b>Net cash provided by operating activities</b>	<b>501.2</b>	<b>35.0</b>	<b>365.1</b>	<b>501.2</b>
Acquisitions	(57.0)	(14.5)	(137.8)	(57.0)
Capital expenditures	(105.1)	(59.3)	(121.9)	(105.1)
Proceeds from sale of property, plant, and equipment	8.0	166.3	0.5	8.0
Other investing activities	(5.9)	1.9	(2.9)	(5.9)
<b>Net cash provided by (used in) investing activities</b>	<b>(160.0)</b>	<b>94.4</b>		
<b>Net cash used in investing activities</b>			<b>(262.1)</b>	<b>(160.0)</b>
Repayment of debt	(321.3)	(157.3)	(1.7)	(321.3)
Net proceeds from short-term borrowings	26.1	45.8	69.8	26.1
Net increase (decrease) in book overdrafts	29.6	(7.7)	(7.1)	29.6
Dividends paid to shareholders	(19.9)	(6.4)	(24.8)	(19.9)
Share repurchases	(50.0)	(1.8)	(113.9)	(50.0)
All other financing cash flows	(14.6)	(10.5)	(10.6)	(14.6)
<b>Net cash used in financing activities</b>	<b>(350.1)</b>	<b>(137.9)</b>	<b>(88.3)</b>	<b>(350.1)</b>
Effect of exchange rates on cash and cash equivalents	(3.0)	(1.6)	0.2	(3.0)
<b>Net decrease in cash and cash equivalents</b>	<b>\$ (11.9)</b>	<b>\$ (10.1)</b>		
<b>Net increase (decrease) in cash and cash equivalents</b>			<b>\$ 14.9</b>	<b>\$ (11.9)</b>

*Operating activities.* Annual In 2023, average selling prices were 15.1% higher 15.7% lower than in 2022 than in 2021 resulting in significantly higher operating profits and higher lower cash generated from operations of \$501.2 million compared to \$35.0 million 2021. operations. Working capital fluctuates throughout the year based on business needs. Working capital needs tend to be counter-cyclical, meaning that in periods of expansion the Company will use cash to fund working capital requirements, but in periods of contraction the Company will generate cash from reduced working capital requirements. Working capital requirements decreased in 2023 primarily due to a decline in average selling prices and lower shipments in the fourth quarter of 2023 compared to the fourth quarter of 2022, which resulted in lower sales and the related accounts receivable. Additionally, inventory costs decreased as market prices for metals decreased in 2023, resulting in a lower inventory investment. Material purchases were higher at the end of the fourth quarter of 2023 compared to the end of the fourth quarter of 2022 resulting in an increase in accounts payable in the fourth quarter of 2023. In 2022, average selling prices were 15.1% higher than in 2021 resulting in significantly higher operating profits and higher cash generated from operations. Working capital requirements in 2022 decreased due to lower shipments and a decline in

average selling prices in the fourth quarter of 2022, compared to the fourth quarter of 2021, which resulted in lower sales and the related accounts receivable. Inventory quantities on hand decreased to align with softer demand conditions. The lower inventory investment also decreased accounts payable balances. In 2021, working capital requirements increased significantly as improved economic conditions increased demand and supply constraints increased metals pricing, which increased sales and the related accounts receivable. Inventory quantities were increased to meet the higher demand and inventory costs increased due to rising metal prices throughout 2021. The higher inventory investment also increased accounts payable balances. The Company 2022, we made contributions of \$6.8 million in 2022 to the Company's pension plans compared to contributions of \$23.7 million in 2021. Pension contributions were lower in 2022 than in 2021 as the Company's contributions in 2021 included \$12 million of U.S. contributions deferred in 2020 as permitted under the CARES Act that was passed in March 2020. Interest paid to third parties was \$12.8 million lower in 2022 compared to 2021 due to lower outstanding debt, mainly due to the repurchase in 2022 of the outstanding \$300 million balance of our 2028 Notes, partially offset by higher borrowings and interest rates estimated tax payments based on our revolving line forecasted income. Sales slowed in the fourth quarter of credit 2022, creating a tax overpayment, which was applied toward 2023 taxes due causing less cash payments for taxes in 2023.

*Investing activities.* The Company's main investing activities are acquisitions, capital expenditures, and proceeds from the sale of property, plant, and equipment. Capital expenditures increased year-over-year to \$121.9 million in 2023 compared to \$105.1 million in 2022, compared to \$59.3 million in 2021 as the capital expenditure budget for 2022 was increased to partially utilize the proceeds from two of the 2021 sale-leaseback transactions to modernize operations and to invest Company continued its investment in two a new facilities facility in 2022. The Company sold property, plant, and equipment and assets held for sale generating cash proceeds of \$8.0 million and \$166.3 million during University Park, Illinois, a project which began in 2022 and 2021, respectively. expanded and modernized its Shelbyville, Kentucky location in 2023. In 2023, the Company paid \$127.5 million to acquire BLP, TSA, Norlen, and Hudson, and paid \$9.7 million to purchase certain assets from ExOne Operating, LLC. See Note 5: Property, Plant, and Equipment 2: Acquisitions within Part II, Item 8 of this report, for further discussion of the 2021 sale-leaseback transaction. acquisitions. The Company paid \$57.0 million in 2022 to acquire Apogee Steel Fabrication Incorporated, Ford Tool Steels, Inc., Howard Precision Metals, Inc., and Excelsior, Inc. See Note 2: Acquisitions within Part II, Item 8 The Company sold property, plant, and equipment and assets held for sale generating cash proceeds of this report, for further discussion of the acquisitions. \$0.5 and \$8.0 million in 2023 and 2022, respectively.

*Financing activities.* The Company's main source of liquidity to fund working capital requirements is borrowings on our credit facility. In 2023, acquisitions and capital expenditures, as well as share repurchases and dividends paid, were in excess of cash from operations, which increased borrowings on the Ryerson Credit Facility. In 2022, we repurchased, redeemed, and retired \$300.0 million principal of our 2028 Notes, which was partially offset by an increase of \$49.0 million in Credit Facility borrowings. In 2021, we redeemed \$150.0 million of our 2028 Notes, which was partially offset by an increase of \$31 million credit facility borrowings. In 2022, we repurchased \$50.0 million of our common stock compared to \$1.8 million in 2021. The Company started paying quarterly cash dividends in the third quarter of 2021 resulting in \$6.4 million in dividends paid in 2021 and \$19.9 million paid to shareholders in 2022. Book overdrafts fluctuate based on the timing of payments. Cash dividends paid in 2023 were \$24.8 million compared to \$19.9 million paid to shareholders in 2022. We repurchased \$113.9 million of common stock during the 2023 compared to \$50.0 of common stock repurchased in 2022.

In the normal course of business with customers, vendors, and others, we have entered into off-balance sheet arrangements, such as letters of credit, which totaled \$20 million \$10.9 million as of December 31, 2022 December 31, 2023. We do not have any other material off-balance sheet financing arrangements. Our off-balance sheet arrangements are not likely to have a material effect on our current or future financial condition, results of operations, liquidity, or capital resources.

## Total Debt

Total debt at December 31, 2022 decreased \$272.3 million December 31, 2023 increased \$69.5 million to \$436.5 million from \$367.0 million from \$639.3 million at December 31, 2021 December 31, 2022, mainly due to cash flow generated from operating activities funding new acquisitions in 2022, 2023.

Total debt outstanding as of December 31, 2022 December 31, 2023 consisted of the following amounts: \$365.0 million \$433.0 million borrowings under the Ryerson Credit Facility, \$4.0 million \$6.0 million of foreign debt, and \$4.0 million \$2.2 million of other debt, less \$6.0 million \$4.7 million of unamortized debt issuance costs. Availability under the Ryerson Credit Facility was \$560 million and \$826 million at December 31, 2023 and \$670 million at December 31, 2022 and December 31, 2021, respectively. For further information, see Note 10: 9: Debt in Part II, Item 8 – Financial Statements and Supplementary Data.

## Pension Funding

The Company made contributions of \$8.8 million in 2023, \$6.8 million in 2022, and \$23.7 million in 2021 and \$7.1 million in 2020 to improve the Company's pension plans funded status. At December 31, 2022 December 31, 2023, as reflected in Part II, Item 8, Financial Statements and Supplementary Data, Note 11, 10, pension liabilities exceeded plan assets by \$73.0 million \$63.9 million. The Company anticipates that it will have a minimum required pension contribution of approximately \$8.6 million \$11.0 million in 2023 2024 under the Employee Retirement Income Security Act of 1974 ("ERISA"), Pension Protection Act in the U.S., and the Ontario Pension Benefits Act in Canada. The expected future contributions reflect pension funding relief measures under the American Rescue Plan Act ("ARPA") passed in March 2021.

Future contribution requirements depend on the investment returns on plan assets, the impact of discount rates on pension liabilities, and changes in regulatory requirements. The Company is unable to determine the amount or timing of any such contributions required by ERISA or whether any such contributions would have a material adverse effect on the Company's financial position or cash flows.

Changes in returns on plan assets may affect our plan funding, cash flows, and financial condition. Differences between actual plan asset returns and the expected long-term rate of return on plan assets impact the measurement of the following year's pension expense and pension funding requirements. However, we believe that cash flow from operations and the Ryerson Credit Facility described above will provide sufficient funds to make the minimum required contributions.

### **Income Tax Payments**

The Company made income tax payments of \$6.2 million in 2023, \$176.9 million in 2022, and \$70.2 million in 2021, and received income tax refunds of \$5.7 million in 2020. Income tax payments in 2022 increased as the Company fully utilized previously existing federal income tax net operating loss carryforwards during 2021 in addition 2023 decreased due to increased lower pre-tax income year over year. year in addition to prior year tax over payments being applied toward 2023 taxes due. See Part II. Item 8, Financial Statements and Supplementary Data, Note 19: Income Taxes for further discussion.

### **Material Cash Requirements**

The Company expects to make approximately \$373 million \$441 million in principal payments to satisfy its debt obligations, consisting of \$4 million \$6 million in foreign debt coming due in 2023, \$4 million 2024, \$2 million of other debt coming due between 2023 and in 2024, and \$365 million \$433 million for the Ryerson Credit Facility coming due in 2027. Please refer to Part II. Item 8, Financial Statements and Supplementary Data, Note 10: Debt for further information.

The Company expects to pay approximately \$21 million \$29 million of interest on the Ryerson Credit Facility, foreign debt, and other debt over the next 12 months and \$73 million \$72 million thereafter. Interest payments related to the variable rate debt were estimated using the weighted average interest rate for the Ryerson Credit Facility, respective debt instrument.

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The Company leases various assets including real estate, trucks, trailers, cars, mobile equipment, processing equipment, and IT equipment. We have noncancelable operating leases expiring at various times through 2042, 2043, and

finance leases expiring at various times through 2028, 2030. The total amount of future lease payments is estimated to be \$317 million \$485 million with \$38 million \$48 million for the next 12

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months. Including leases signed but not yet commenced as of December 31, 2022, total lease payments are \$445 million. Please refer to Part II, Item 8 – Financial Statements and Supplementary Data, Note 6: Leases for further information.

Purchase obligations with suppliers are entered into when we receive firm sales commitments with certain of our customers. As of December 31, 2022 December 31, 2023, we had outstanding purchase obligations of approximately \$19 million \$20 million expiring in 2023.

### Restructuring

#### 2022

During 2022, the Company paid \$0.1 million of tenancy-related costs for a facility closed in 2015. The remaining reserve balance of \$0.6 million is expected to be paid through 2025.

#### 2021

During 2021, the Company paid the remaining \$0.5 million of employee-related costs related to prior year staff reductions.

#### 2020

In 2020, the Company recorded a \$2.2 million charge for employee-related costs primarily for severance costs for corporate staff reductions. The Company paid \$1.9 million of the employee costs related to these actions. In addition, the Company paid \$0.8 million related to 2019 staff reductions.

During 2020, the Company also paid \$0.3 million for costs related to facilities closed in prior years and recorded an addition of \$0.1 million to the reserve for tenancy-related costs, which was charged to warehousing, delivery, selling, general, and administrative expense in the Consolidated Statements of Operations. 2024.

### Deferred Tax Amounts

At December 31, 2022 December 31, 2023, the Company had a net deferred tax liability of \$114 million \$136 million comprised primarily of a deferred tax asset of \$20 million \$17 million related to pension liabilities, a deferred tax asset related to postretirement benefits other than pensions of \$10 million \$9 million, deferred tax assets of \$7 million related to state, local, and foreign tax loss carryforwards, \$93 million related to operating lease liabilities, and \$24 million \$22 million of other deferred taxes relating to accrued compensation and other items, offset by a valuation allowance of \$5 million \$4 million and deferred tax liabilities of \$61 million \$86 million related to fixed assets, \$99 million related to inventory, \$88 million related to operating lease assets, and \$10 million \$7 million related to intangibles. We may experience fluctuations in

our forecasted earnings before income taxes as a result of events which cannot be predicted, which could affect our deferred tax balances.

In accordance with ASC Topic 740, "*Income Taxes*," the Company assesses the realizability of its deferred tax assets. The Company records a valuation allowance when, based upon the evaluation of all available evidence, it is more-likely-than-not that all or a portion of the deferred tax assets will not be realized. In making this determination, we analyze, among other things, our recent history of earnings, the nature and timing of reversing book-tax temporary differences, tax planning strategies, and future income. As of December 31, 2020, the Company had a valuation allowance of \$6.6 million, a decrease of \$7.1 million from the prior year mainly related to expiring NOLs and changes to U.S foreign tax credits previously recorded. As of December 31, 2021, the Company had a valuation allowance of \$5.0 million, a decrease of \$1.6 million from the prior year mainly related to a release of a valuation allowance on state NOL deferred tax assets, which we now expect to realize due to improved profitability. The valuation allowance did not change during 2022, remaining at \$5.0 million as of December 31, 2022 related to U.S. federal tax credit deferred tax assets and foreign tax assets. As of December 31, 2023, the Company had a valuation allowance of \$4.0 million, a decrease of \$1.0 million from the prior year mainly related to an adjustment to certain U.S. federal tax credits and deferred tax assets which were fully reserved. As of December 31, 2023, the valuation allowance continues to be related to U.S. federal tax credit deferred tax assets and foreign tax assets.

As described in Note 1 to the Consolidated Financial Statements, the Company assesses the need for a valuation allowance considering all available positive and negative evidence, including past operating results, projections of future taxable income, and the feasibility of ongoing tax planning strategies.

The Company will continue to maintain a valuation allowance on certain U.S. federal and foreign deferred tax assets until such time as in management's judgment, considering all available positive and negative evidence, the Company determines that these deferred tax assets are more likely than not realizable.

### Critical Accounting Estimates

Preparation of this Form 10-K requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of sales and

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expenses during the reporting period. Our critical accounting policies, including the assumptions and judgments underlying them, are disclosed in Item 8 within Note 1: Summary of Accounting and Financial Policies. These policies have been consistently applied and address such matters as revenue recognition, depreciation methods, inventory valuation, asset impairment recognition, and pension and postretirement expense. While policies associated with estimates and judgments may be affected by different assumptions or conditions, we believe our estimates and judgments associated with the reported amounts are appropriate in the circumstances. Actual results may differ from those estimates.

We consider the policies discussed below as critical to an understanding of our financial statements, as application of these policies places the most significant demands on management's judgment, with financial reporting results relying on estimation of matters that are uncertain.

*Provision for allowances, claims, and doubtful accounts:* We perform ongoing credit evaluations of customers and set credit limits based upon review of the customers' current credit information, payment history, and the current economic and industry environments. We monitor customer payments and maintain a provision for estimated credit losses based on historical experience and specific customer collection issues that we have identified. Estimation of such losses requires adjusting historical loss experience for current economic conditions and judgments about the probable effects of economic conditions on certain customers. We cannot guarantee that the rate of future credit losses will be similar to past experience. Provisions for allowances and claims are based upon

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historical rates, expected trends, and estimates of potential returns, allowances, customer discounts, and incentives. We consider all available information when assessing the adequacy of the provision for allowances, claims, and doubtful accounts.

*Inventory valuation:* Our inventories are stated at the lower of cost or market. The valuation of our inventories at the lower of cost or market could be subject to certain estimates; however, the measurement is primarily based on historical purchasing and sales information rather than forecasted metals pricing. Inventory costs reflect metal and in-bound freight purchase costs, third-party processing costs, and internal direct and allocated indirect processing costs. Cost is primarily determined by the LIFO method. We regularly review inventory on hand and record provisions for obsolete and slow-moving inventory based on historical and current sales trends. Changes in product demand and our customer base may affect the value of inventory on hand which may require higher provisions for obsolete inventory.

*Income Taxes:* Our income tax expense, deferred tax assets and liabilities, and reserve for uncertain tax positions reflect our best estimate of taxes to be paid. The Company is subject to income taxes in the U.S. and several foreign jurisdictions. The determination of the consolidated income tax expense requires judgment and estimation by management. It is possible that actual results could differ from the estimates that management has used to determine its consolidated income tax expense.

We record operating loss and tax credit carryforwards and the estimated effect of temporary differences between the tax basis of assets and liabilities and the reported amounts in the Consolidated Balance Sheets. We follow detailed guidelines in each tax jurisdiction when reviewing tax assets recorded on the balance sheet and provide for valuation

allowances as required. Deferred tax assets are reviewed for recoverability based on historical taxable income, the expected reversals of existing temporary differences, tax planning strategies, and on forecasts of future taxable income. The forecasts of future taxable income require assumptions regarding volume, selling prices, margins, expense levels, and industry cyclical. If we are unable to generate sufficient future taxable income in certain tax jurisdictions, we may be required to record additional valuation allowances against our deferred tax assets related to those jurisdictions.

The Company's income tax provisions are based on calculations and assumptions that are subject to examination by the Internal Revenue Service and other tax authorities. Although the Company believes that the positions taken on filed tax returns are reasonable, it has established tax and interest reserves in recognition that various taxing authorities may challenge the positions taken. For uncertain tax positions, the Company applies the provisions of relevant authoritative guidance, which requires application of a "more likely than not" threshold to the recognition and derecognition of tax positions. The Company's ongoing assessments of the more likely than not outcomes of tax authority examinations and related tax positions require significant judgment and can increase or decrease the Company's effective tax rate.

*Long-lived Assets and Other Intangible Assets:* Long-lived assets held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We estimate the future cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment is recognized. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which undiscounted cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount, and the asset's residual value, if any. Any related impairment loss is calculated based upon comparison of the fair value to the carrying value of the asset. Separate intangible assets that have finite useful lives are amortized over their useful lives. An impaired long-lived or intangible

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asset would be written down to fair value, based on various available valuation techniques, including the discounted cash flow method.

*Goodwill:* We assess the recoverability of the carrying value of recorded goodwill annually in the fourth quarter of each year or whenever indicators of potential impairment exist. We test for impairment of goodwill by assessing various qualitative factors with respect to developments in our business and the overall economy. Factors that may be considered indicators of impairment include: deterioration in general economic conditions; declines in the market conditions of our products, including metals prices; a sustained significant decline in our share price and market capitalization; reduced future cash flow estimates; and slower growth rates in our industry, among others. If we determine that it is more likely than not that the fair value of a reporting unit is less than the carrying value based on our qualitative assessment, we will proceed to the goodwill impairment test. We compare the fair value of the reporting unit in which goodwill resides to its carrying value. If the carrying amount exceeds the fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. The fair value of the reporting unit is estimated using a

combination of an income approach and a market approach as this combination is deemed to be the most indicative of our fair value in an orderly transaction between market participants. An income approach based on discounted future cash flows requires us to estimate income from operations based on projected results and discount rates based on a weighted average cost of capital of comparable companies. A market approach estimates fair value using market multiples of various financial measures of comparable public companies. If these estimates or their related assumptions for commodity prices and demand change in the future, we may be required to record impairment charges for these assets.

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Based on the impairment test performed on **October 1, 2022** **October 1, 2023**, the Company concluded that the fair value of the reporting units tested for impairment exceeded the carrying value. The discount rate was estimated to be **16%** **13.5%** at **October 1, 2022** **October 1, 2023**. The Company determines a discount rate based on an estimate of a reasonable risk-adjusted return an investor would expect to realize on an investment in the reporting unit. Deterioration in market conditions in our industry or products, changes in expected future cash flows, expected growth rates, or to discount rates could result in impairment charges in future periods.

*Purchase Price Accounting:* Business combinations are accounted for using the acquisition method of accounting. This method requires the Company to record assets and liabilities of the business acquired at their estimated fair market values as of the acquisition date. Any excess of the cost of the acquisition over the fair value of the net assets acquired is recorded as goodwill. Any shortfall in the cost of the acquisition compared to the fair value of the net assets acquired is recorded in the Consolidated Statements of Operations as a bargain purchase gain. The Company uses valuation specialists, where necessary, to perform appraisals and assist in the determination of the fair values of the assets acquired and liabilities assumed. These valuations require management to make estimates and assumptions that are critical in determining the fair values of the assets and liabilities.

**Assets acquired and liabilities assumed that do not constitute a business are accounted for using the cost accumulation and allocation model under which the cost of the acquisition is allocated to the assets acquired and liabilities assumed.**

*Pension and postretirement benefit plan assumptions:* We sponsor various benefit plans covering a portion of our employees for pension and postretirement medical costs. Statistical methods are used to anticipate future events when calculating expenses and liabilities related to the plans. The statistical methods include assumptions about, among other things, the discount rate, expected return on plan assets, rate of increase of health care costs, and the rate of future compensation increases. Our actuarial consultants also use subjective factors such as withdrawal and mortality rates when estimating expenses and liabilities. The discount rate used for U.S. plans reflects the market rate for high-quality fixed-

income investments on our annual measurement date (December 31) and is subject to change each year. The discount rate was is determined by matching, on an approximate basis, the coupons and maturities for a portfolio of corporate bonds (rated Aa or better by Moody's Investor Services or AA or better by Standard and Poor's) to the expected plan benefit payments defined by the projected benefit obligation. The discount rates used for plans outside the U.S. are based on the yield of long term high quality corporate bonds, the duration of the liability, and appropriate judgment.

When calculating pension expense for 2022, 2023, we assumed the pension plans' assets would generate a long-term rate of return of 4.85% 6.05% for the JT Ryerson plan and 1.80% 3.80% for the Central Steel and Wire Company plan, and between 2.25% 4.25% and 4.25% 6.00% for the Canadian plans. The expected long-term rate of return assumption was developed based on historical experience and input from the trustee managing the plans' assets. The expected long-term rate of return on plan assets is based on a target allocation of assets, which is based on a goal of earning the highest rate of return while maintaining risk at acceptable levels. Our projected long-term rate of return for the JT Ryerson pension plan is slightly higher than some market indices due to the active management of our plans' assets, and is supported by the historical returns on our plans' assets. The plans strive to have assets sufficiently diversified so that adverse or unexpected results from one security class will not have an unduly detrimental impact on the entire portfolio. We regularly review actual asset allocation and the pension plans' investments are periodically rebalanced to the targeted allocation when considered appropriate. Pension expense increases as the expected rate of return on plan assets decreases. Lowering the expected long-term rate of return on plan assets by 50 basis points would have increased 2022 2023 pension expense by approximately \$1 million.

Future pension obligations for the U.S. plans were discounted using rates between of 5.28% 5.05% and 5.45% 5.24% at December 31, 2022 December 31, 2023. Future pension obligations for the Canadian plans were discounted using 5.17% 4.64% at December 31, 2022 December 31, 2023. Lowering the discount rate by 50 basis points would increase the pension liability at December 31, 2022 December 31, 2023 by approximately \$16 million \$15 million.

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The calculation of other postretirement benefit obligations requires the use of a number of assumptions, including the assumed discount rate between 4.63% and 5.06% at December 31, 2023 for measuring future payment obligations. A decrease in the weighted average discount rate of 50 basis points would increase the postretirement benefit liability by approximately \$2 million.

The assumptions used in the actuarial calculation of expenses and liabilities may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates, or longer or shorter life spans of participants. These differences may result in a significant impact on the amount of pension or postretirement benefit expense we may record in the future.

**Legal contingencies:** We are involved in a number of legal and regulatory matters including those discussed in Item 8 within Note 13: 12: Commitments and Contingencies. We determine whether an estimated loss from a loss contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We analyze our

legal matters based on available information to assess potential liability. We consult with outside counsel involved in our legal matters when analyzing potential outcomes. We cannot determine at this time whether any potential liability related to this litigation would materially affect our financial position, results of operations, or cash flows.

### Recent Accounting Pronouncements

Recent accounting pronouncements are discussed within Note 1: Summary of Accounting and Financial Policies in Part II, Item 8 Financial Statements and Supplementary Data.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our primary areas of market risk include changes in interest rates, foreign currency exchange rates, and commodity prices. We continually monitor these risks and develop strategies to manage them.

##### *Interest rate risk*

Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. We are exposed to market risk related to our fixed-rate and variable-rate long-term debt. At December 31, 2021, the estimated fair value As of our long-term debt December 31, 2023 and the current portions thereof using quoted market prices of Company debt securities recently traded and market-based prices of similar securities for those securities not recently traded was \$666.8 million as compared with the carrying value of \$639.3 million. As of December 31, 2022, we have no publicly traded debt. The carrying value of our debt was \$436.5 million and \$367.0 million at December 31, 2023 and December 31, 2022, respectively. The carrying value approximates our fair value due to the short-term nature of the underlying borrowings on the Ryerson Credit Facility.

We may use interest rate swaps to manage our exposure to interest rate changes. In June 2019, we entered into a forward agreement for \$60 million of "pay fixed" interest at 1.729% through June 2022. In November 2019, we entered into a forward agreement for \$100 million of "pay fixed" interest at 1.539% through November 2022; this swap was terminated in August 2022. As of December 31, 2022 December 31, 2023, we have no outstanding interest rate swaps.

Effective November 1, 2020, the Company de-designated its interest rate swaps as cash flow hedges and terminated its hedge accounting treatment. Prior to de-designation, the Company would mark these interest rate swaps to market with all changes in fair value recorded in accumulated other comprehensive income. Subsequent to de-designation, changes in fair value are recorded in current earnings. The Company recognized a gain of \$1.4 million related to mark-to-market changes and interest expense of \$0.6 million in current earnings for the twelve months ended December 31, 2022. After

de-designation, the amounts reclassified from other comprehensive income relate to prior gains and losses that are being amortized into income as the forecasted interest payments affect earnings. The amount reclassified from other comprehensive income for the twelve months ended December 31, 2022 into earnings was a loss of \$1.9 million.

Approximately 1% of our debt is at fixed interest rates as of December 31, 2022 December 31, 2023. A hypothetical 1% increase in interest rates on variable debt would have increased interest expense for the twelve months of 2022 2023 by approximately \$4.3 million \$4.7 million.

#### *Foreign exchange rate risk*

We are subject to foreign currency risks primarily through our operations in Canada, Mexico, and China and we use foreign currency exchange contracts to reduce our exposure to currency price fluctuations. Foreign currency contracts are principally used to purchase U.S. dollars. We had foreign currency contracts with a U.S. dollar notional amount of \$2.3 million \$1.6 million outstanding at December 31, 2022 December 31, 2023 and a fair value of zero. We do not currently account for these contracts as hedges but rather mark these contracts to market with a corresponding offset to current earnings. For the year ended December 31, 2022 December 31, 2023, the Company recognized zero gain or loss associated with its foreign currency contracts. A hypothetical strengthening or weakening of 10% in the foreign exchange rates

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underlying the foreign currency contracts from the market rate as of December 31, 2022 December 31, 2023 would increase or decrease the fair value of the foreign currency contracts by \$0.2 million \$0.1 million and \$0.3 million \$0.2 million, respectively.

The currency effects of translating the financial statements of our foreign subsidiaries are included in accumulated other comprehensive loss and will not be recognized in the statement of operations until there is a liquidation or sale of those foreign subsidiaries.

#### *Commodity price risk*

In general, we purchase metals in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, customer contracts, and market conditions. Our commitments to purchase metals are generally at prevailing market prices in effect at the time we place our orders.

Metal prices can fluctuate significantly due to several factors including changes in foreign and domestic production capacity, raw material availability, metals consumption, and foreign currency rates. Derivative financial instruments have been used to manage a limited portion of our exposure to fluctuations in the cost of certain commodities. No derivatives are held for trading purposes.

As of December 31, 2022 December 31, 2023, we had 40,036 64,819 tons of hot roll coil swap contracts with a net asset liability value of \$1.1 million, 21,116 20,319 tons of aluminum swap contracts with a net asset value of \$1.1 million \$0.9 million, 1,525 and 1,375 tons of nickel swap contracts with a net liability value of \$5.8 million, and 70,000 gallons of diesel fuel contracts with a net asset value of \$0.1 \$8.1 million. We do not currently account for these swaps as hedges, but rather mark these contracts to market with a corresponding offset to current earnings. For the twelve months ended December 31, 2022 December 31, 2023, the Company recognized a loss gain of \$5.3 million \$10.7 million associated with its commodity derivatives.

A hypothetical strengthening or weakening of 10% in the commodity prices underlying the commodity derivative contracts from the market rate as of December 31, 2022 December 31, 2023 would increase or decrease the fair value of the commodity derivative contracts by \$2.4 million \$2.0 million.

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## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

### Index to Consolidated Financial Statements

	Page
Financial Statements	
<a href="#">Management's Report on Internal Control over Financial Reporting</a>	48 47
The report of Ryerson Holding Corporation's independent registered public accounting firm (PCAOB ID: 42) with respect to the financial statements and their report on internal control over financial reporting are included in Item 8 of this Form 10-K at the page numbers referenced below. Their consent appears as Exhibit 23.1 of this Form 10-K.	
<a href="#">Reports of Independent Registered Public Accounting Firm</a>	49 48
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021</a>	51
<a href="#">Consolidated Statements of Comprehensive Income for the years ended December 31, 2023, 2022, and 2021</a>	52
<a href="#">Consolidated Statements of Comprehensive Income Cash Flows for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021</a>	53

<u>Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021, Balance Sheets at December 31, 2023 and 20202022</u>	54
<u>Consolidated Balance Sheets at December 31, 2022 and 2021</u>	55
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021</u>	56 55
<u>Notes to Consolidated Financial Statements</u>	57 56
Financial Statements Schedule	
<u>II—Valuation and Qualifying Accounts</u>	92 88
All other schedules are omitted because they are not applicable. The required information is shown in the Financial Statements or Notes thereto.	

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## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Ryerson Holding Corporation ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements under all potential conditions. Therefore, effective internal control over financial reporting provides only reasonable, and not absolute, assurance with respect to the preparation and presentation of financial statements.

The Company's management assessed the effectiveness of the Company's 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). Based on its assessment under that framework and the criteria established therein, the Company's management concluded that the Company's internal control over financial reporting was effective as of December 31, 2022 December 31, 2023.

Management's assessment and conclusion on the effectiveness of internal control over financial reporting as of December 31, 2023 excludes the internal control over financial reporting related to BLP Holdings, LLC (acquired on March 1, 2023),

Norlen Incorporated (acquired on October 2, 2023), TSA Processing (acquired on November 1, 2023), and Hudson Tool Steel Corporation (acquired on December 1, 2023). These 4 acquisitions are included in the 2023 consolidated financial statements and when combined constituted 7.0% and 1.8% of total assets and total liabilities, respectively, as of December 31, 2023 and 0.8% and 1.2% of net sales and net income, respectively, for the year then ended.

Ernst & Young LLP, an independent registered public accounting firm, has audited the Company's internal control over financial reporting as of December 31, 2022 December 31, 2023, as stated in their report, which is included herein.

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Ryerson Holding Corporation and Subsidiary Companies

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Ryerson Holding Corporation and Subsidiaries (the Company) as of December 31, 2022 December 31, 2023 and 2021, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (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, 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-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework, and our report dated February 22, 2023 February 21, 2024 expressed an unqualified opinion thereon.

### Basis for Opinion

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

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

#### **Critical Audit Matter**

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

#### **Defined Pension and Other Postretirement Benefit Pension Obligation Obligations**

**Description of the Matter** At December 31, 2022 December 31, 2023, the Company's projected benefit obligation related to its defined pension and other postretirement benefit plan obligations was \$337.7 million \$371.0 million and exceeded the fair value of pension and other postretirement plan assets of \$253.3 million \$260.3 million, resulting in an unfunded defined benefit pension and other postretirement obligation of \$84.4 million \$110.7 million. As explained in Note 11 10 of the consolidated financial statements, the Company remeasures the defined benefit pension and other postretirement assets and obligations at the end of each year or more frequently upon the occurrence of certain events. The amounts are measured using actuarial valuations, which are dependent, in part, on the selection of certain actuarial assumptions. Auditing the defined benefit pension obligation and postretirement obligations was complex and required the involvement of specialists as a result of the judgmental nature of the

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nature of the actuarial assumptions, such as discount rates and mortality rates used in the Company's annual remeasurement process. These assumptions had a significant effect on the projected benefit obligation.

*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 valuation of the projected benefit obligation. For example, we tested the Company's controls over management's review of the significant assumptions utilized in the valuation, including discount and mortality rates. To test the projected benefit obligation, we performed audit procedures that included, among others, evaluating the methodology used, the significant actuarial assumptions described above, and the underlying data used by the Company. We evaluated the change in the projected benefit obligation from the prior year due to the change in service cost, interest cost, actuarial gains and losses, benefit payments, and other activities. In addition, we involved our actuary to assist in evaluating management's methodology for selecting the appropriate discount rates that reflect the maturity and duration of the expected benefit payments and applying those discount rates to the benefit payments used to measure the projected benefit obligation. To evaluate the mortality rates, we assessed whether the information is consistent with publicly available information, and whether any adjustments for entity-specific factors were applied. We also tested the completeness and accuracy of the underlying data, including the participant data used in the actuarial calculations.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2006.

Chicago, Illinois

February 22, 2023 21, 2024

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## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Ryerson Holding Corporation and Subsidiary Companies

### Opinion on Internal Control over Financial Reporting

We have audited Ryerson Holding Corporation and **subsidiaries' Subsidiary Companies'** 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, Ryerson Holding Corporation and **subsidiaries Subsidiary Companies** (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.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of BLP Holdings, LLC, Norlen Incorporated, TSA Processing, and Hudson Tool Steel Corporation, which are included in the 2023 consolidated financial statements of the Company and constituted 7.0% and 1.8% of total assets and total liabilities, respectively, as of December 31, 2023 and 0.8% and 1.2% of net sales and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of BLP Holdings, LLC, Norlen Incorporated, TSA Processing, and Hudson Tool Steel Corporation.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the **2022** **2023** consolidated financial statements of the Company and our report dated **February 22, 2023** **February 21, 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~~ 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.

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/s/ Ernst & Young LLP

Chicago, Illinois

February ~~22, 2023~~ 21, 2024

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#### **RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(In millions, except per share data)**

	<b>Year Ended December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	\$	\$	\$
Net sales	6,323.6	5,675.3	3,466.6
Cost of materials sold	5,013.5	4,528.5	2,845.5
Gross profit	1,310.1	1,146.8	621.1
Warehousing, delivery, selling, general, and administrative	735.2	711.2	554.3
Gain on sale of assets	(3.8)	(109.6)	—
Restructuring and other charges	—	—	2.2
Operating profit	578.7	545.2	64.6
Other income (expense):			
Interest and other expense on debt	(33.2)	(51.0)	(76.4)
Pension settlement charges	—	(98.7)	(65.9)
Loss on retirement of debt	(21.3)	(5.5)	(17.7)
Other income and (expense), net	(1.3)	(0.9)	5.3
Income (loss) before income taxes	522.9	389.1	(90.1)
Provision (benefit) for income taxes	131.4	93.7	(24.8)
Net income (loss)	391.5	295.4	(65.3)
Less: Net income attributable to noncontrolling interest	0.5	1.1	0.5
Net income (loss) attributable to Ryerson Holding Corporation	\$ 391.0	\$ 294.3	\$ (65.8)
Basic earnings (loss) per share	<u>\$ 10.41</u>	<u>\$ 7.67</u>	<u>\$ (1.73)</u>
Diluted earnings (loss) per share	<u>\$ 10.21</u>	<u>\$ 7.56</u>	<u>\$ (1.73)</u>
Dividends declared per share	<u>\$ 0.535</u>	<u>\$ 0.165</u>	<u>\$ —</u>

**See Notes to Consolidated Financial Statements**

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**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(In millions)**

	<b>Year Ended December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	\$	\$	\$

Net income (loss)	\$ 391.5	\$ 295.4	\$ (65.3)
Other comprehensive income (loss), before tax:			
Foreign currency translation adjustments	(7.8)	(2.1)	1.6
Gain (loss) on cash flow hedges	1.9	2.1	(3.8)
Changes in defined benefit pension and other post-retirement benefit plans	38.6	142.4	41.8
Other comprehensive income, before tax	32.7	142.4	39.6
Income tax provision related to items of other comprehensive income			
12.0	35.6	9.5	
Comprehensive income (loss), after tax	412.2	402.2	(35.2)
Less: Comprehensive income attributable to noncontrolling interest	0.5	1.1	0.5
Comprehensive income (loss) attributable to Ryerson Holding Corporation	\$ 411.7	\$ 401.1	\$ (35.7)

	Year Ended December 31,		
	2023	2022	2021
Net sales	\$ 5,108.7	\$ 6,323.6	\$ 5,675.3
Cost of materials sold	4,087.1	5,013.5	4,528.5
Gross profit	1,021.6	1,310.1	1,146.8
Warehousing, delivery, selling, general, and administrative	793.5	735.2	711.2
Gain on sale of assets	—	(3.8)	(109.6)
Operating profit	228.1	578.7	545.2
Other income (expense):			
Interest and other expense on debt	(34.7)	(33.2)	(51.0)
Pension settlement charges	—	—	(98.7)
Loss on retirement of debt	—	(21.3)	(5.5)
Other income and (expense), net	0.3	(1.3)	(0.9)
Income before income taxes	193.7	522.9	389.1
Provision for income taxes	47.3	131.4	93.7
Net income	146.4	391.5	295.4
Less: Net income attributable to noncontrolling interest	0.7	0.5	1.1
Net income attributable to Ryerson Holding Corporation	\$ 145.7	\$ 391.0	\$ 294.3
Basic earnings per share	\$ 4.17	\$ 10.41	\$ 7.67
Diluted earnings per share	\$ 4.10	\$ 10.21	\$ 7.56

Dividends declared per share	\$ <u>0.7175</u>	\$ <u>0.5350</u>	\$ <u>0.1650</u>
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See Notes to Consolidated Financial Statements

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**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In millions)

	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 146.4	\$ 391.5	\$ 295.4
Other comprehensive income (loss), before tax:			
Foreign currency translation adjustments	4.7	(7.8)	(2.1)
Gain on cash flow hedges	—	1.9	2.1
Changes in defined benefit pension and other post-retirement benefit plans	(0.3)	38.6	142.4
Other comprehensive income, before tax	4.4	32.7	142.4
Income tax provision related to items of other comprehensive income	—	12.0	35.6
Comprehensive income, after tax	150.8	412.2	402.2
Less: Comprehensive income attributable to noncontrolling interest	0.7	0.5	1.1
Comprehensive income attributable to Ryerson Holding Corporation	\$ 150.1	\$ 411.7	\$ 401.1

See Notes to Consolidated Financial Statements

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RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Year Ended December 31,			Year Ended December 31,		
	2022 2021 2020			2023 2022 2021		
<b>Operating activities:</b>						
Net income (loss)	391.	295.	(65.			
	\$ 5	\$ 4	\$ 3)			
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>						
Net income				\$ 146.4	\$ 391.5	\$ 295.4
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>						
Depreciation and amortization	59.0	55.9	53.9	62.5	59.0	55.9
Stock-based compensation	9.1	5.5	1.9	13.8	9.1	5.5
Deferred income taxes			(16.			
	7.4	0.6	6)	16.8	7.4	0.6
Provision for allowances, claims, and doubtful accounts	0.2	3.2	(0.7)	(0.1)	0.2	3.2
Restructuring and other charges	—	—	2.2			
Loss on retirement of debt	21.3	5.5	17.7	—	21.3	5.5
Gain on sale of assets			(10			
	(3.8)	9.6	—	—	(3.8)	(109.6)
Gain on bargain purchase	(0.6)	—	—	—	(0.6)	—
Non-cash (gain) loss from derivatives	(17.		(10.			
	9)	27.6	6)	(11.3)	(17.9)	27.6
Pension settlement charge	—	98.7	65.9	—	—	98.7
Pension and other postretirement benefits curtailment gain				(0.8)	—	—
Other items	(0.6)	0.1	0.2	(0.4)	(0.6)	0.1

Change in operating assets and liabilities, net of effects of acquisitions:						
Receivables	126.	(25				
	7	2.5)	46.7	67.9	126.7	(252.5)
Inventories		(22	138.			
	39.9	7.9)	9	28.8	39.9	(227.9)
Other assets and liabilities		(23.				
	19.2	3)	13.0	6.4	19.2	(23.3)
Accounts payable	(72.	123.				
	1)	6	25.8	24.8	(72.1)	123.6
Accrued liabilities	(17.					
	5)	32.0	16.7	(17.3)	(17.5)	32.0
Accrued taxes payable/receivable	(52.					
	9)	25.2	(1.2)	23.3	(52.9)	25.2
Deferred employee benefit costs		(25.	(10.			
	(7.7)	0)	6)	(11.6)	(7.7)	(25.0)
Tenant improvement allowance				15.9	—	—
<b>Net adjustments</b>	<b>109.</b>	<b>(26</b>	<b>343.</b>			
	7	0.4)	2	218.7	109.7	(260.4)
<b>Net cash provided by operating activities</b>	<b>501.</b>	<b>277.</b>				
	2	35.0	9	365.1	501.2	35.0
<b>Investing activities:</b>						
Acquisitions, net of cash acquired	(57.	(14.				
	0)	5)	—	(137.8)	(57.0)	(14.5)
Capital expenditures	(10	(59.	(26.			
	5.1)	3)	0)	(121.9)	(105.1)	(59.3)
Proceeds from sale of property, plant, and equipment		166.				
	8.0	3	0.1	0.5	8.0	166.3
Proceeds from insurance settlement				0.3	—	—
Investment in subsidiary	(2.0)	—	—	—	(2.0)	—
Other investing activities	(3.9)	1.9	—	(3.2)	(3.9)	1.9
<b>Net cash provided by (used in) investing activities</b>	<b>(16</b>	<b>(25.</b>				
	0.0)	94.4	9)	(262.1)	(160.0)	94.4
<b>Financing activities:</b>						

Long term debt issued			500.			
	—	—	0			
Repayment of debt	(32	(15	(65			
	1.3)	7.3)	4.7)	(1.7)	(321.3)	(157.3)
Net proceeds (repayments) of short-term borrowings			(93.			
	26.1	45.8	8)			
Bond issuance costs			(10.			
	—	—	9)			
Net proceeds of short-term borrowings				69.8	26.1	45.8
Credit facility issuance costs	(2.7)	—	(4.9)	—	(2.7)	—
Net increase (decrease) in book overdrafts	29.6	(7.7)	27.4	(7.1)	29.6	(7.7)
Principal payments on finance lease obligations		(10.	(13.			
	(9.2)	5)	1)	(7.1)	(9.2)	(10.5)
Dividends paid to shareholders	(19.					
	9)	(6.4)	—	(24.8)	(19.9)	(6.4)
Dividends paid to non-controlling interest	—	—	(0.2)			
Share repurchases	(50.					
	0)	(1.8)	—	(113.9)	(50.0)	(1.8)
Contingent payment related to acquisitions				(0.3)	—	—
Tax withholdings on stock-based compensation awards	(2.7)	—	—	(3.2)	(2.7)	—
<b>Net cash used in financing activities</b>	<b>(35</b>	<b>(13</b>	<b>(25</b>			
	<b>0.1)</b>	<b>7.9)</b>	<b>0.2)</b>	<b>(88.3)</b>	<b>(350.1)</b>	<b>(137.9)</b>
Net increase (decrease) in cash, cash equivalents, and restricted cash	(8.9)	(8.5)	1.8	14.7	(8.9)	(8.5)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(3.0)	(1.6)	0.9	0.2	(3.0)	(1.6)
<b>Net change in cash, cash equivalents, and restricted cash</b>	<b>(11.</b>	<b>(10.</b>				
	<b>9)</b>	<b>1)</b>	<b>2.7</b>	<b>14.9</b>	<b>(11.9)</b>	<b>(10.1)</b>
Cash, cash equivalents, and restricted cash—beginning of period	52.4	62.5	59.8	40.5	52.4	62.5
Cash, cash equivalents, and restricted cash—end of period	<b>\$ 40.5</b>	<b>\$ 52.4</b>	<b>\$ 62.5</b>	<b>\$ 55.4</b>	<b>\$ 40.5</b>	<b>\$ 52.4</b>
<b>Supplemental disclosures:</b>						
Cash paid (received) during the period for:						

<b>Cash paid during the period for:</b>									
Interest paid to third parties, net	\$ 38.3	\$ 51.1	\$ 62.0	\$	29.9	\$	38.3	\$	51.1
Income taxes, net	176.						176.9		
	9	70.2	(5.7)		6.2				70.2
<b>Noncash investing activities:</b>									
<b>Noncash activities:</b>									
Asset additions under operating leases		129.							
	61.6	6	1.6		138.8		61.6		129.6
Asset additions under finance leases and failed sale-leasebacks	3.9	15.8	3.6						
Asset additions under finance leases				5.3			3.9		15.8

See Notes to Consolidated Financial Statements

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**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except shares and per share data)

	At December 31,		At December 31,	
			2022	2021
<b>Assets</b>				
<b>Current assets:</b>				
Cash and cash equivalents	39	51	\$ .2	\$ .2
			\$ 54.3	\$ 39.2
Restricted cash (Note 3)	1.	1.		
	3	2	1.1	1.3

Receivables less provisions of \$3.2 at December 31, 2022 and \$2.2 at December 31, 2021 (Note 18)	51	63		
	4.	0.		
	4	8		
Receivables less provisions of \$1.7 at December 31, 2023 and \$3.2 at December 31, 2022 (Note 17)			467.7	514.4
Inventories (Note 4)	79	83		
	8.	2.		
	5	1	782.5	798.5
Prepaid expenses and other current assets	88	77		
	.2	.7	77.8	88.2
<b>Total current assets</b>	<b>1,</b>	<b>1,</b>		
	44	59		
	1.	3.		
	6	0	1,383.4	1,441.6
Property, plant, and equipment, net of accumulated depreciation (Note 5)	45	38		
	8.	8.		
	4	3	589.6	458.4
Operating lease assets (Note 6)	24	21		
	0.	1.		
	5	1	349.4	240.5
Other intangible assets (Note 7)	50	42		
	.9	.2	73.7	50.9
Goodwill (Note 8)	12	12		
	9.	4.		
	2	1	157.8	129.2
Deferred charges and other assets	13	6.		
	.7	9	15.7	13.7
<b>Total assets</b>	<b>2,</b>	<b>2,</b>		
	33	36		
	4.	5.		
	\$ 3	\$ 6	\$ 2,569.6	\$ 2,334.3
<b>Liabilities</b>				
<b>Current liabilities:</b>				
Accounts payable	43	48		
	8.	1.		
	\$ 4	\$ 2	\$ 463.4	\$ 438.4
Accrued liabilities:				

Salaries, wages, and commissions	67	76		
	.3	.6	51.9	67.3
Other accrued liabilities		13		
	77	3.		
	.7	4	75.9	77.7
Short-term debt (Note 10)	5.	28		
	8	.8		
Short-term debt (Note 9)			8.2	5.8
Current portion of operating lease liabilities (Note 6)	25	24		
	.2	.9	30.5	25.2
Current portion of deferred employee benefits (Note 11)	4.	6.		
	8	1		
Current portion of deferred employee benefits (Note 10)			4.0	4.8
<b>Total current liabilities</b>	<b>61</b>	<b>75</b>		
	9.	1.		
	2	0	633.9	619.2
Long-term debt (Note 10)	36	61		
	1.	0.		
	2	5		
Deferred employee benefits (Note 11)	11	16		
	8.	3.		
	0	3		
Long-term debt (Note 9)			428.3	361.2
Deferred employee benefits (Note 10)			106.7	118.0
Noncurrent operating lease liabilities (Note 6)	21	18		
	5.	4.		
	1	8	336.8	215.1
Deferred income taxes (Note 19)	11			
	3.	94		
	5	.1		
Deferred income taxes (Note 18)			135.5	113.5
Other noncurrent liabilities	14	17		
	.3	.3	13.9	14.3
<b>Total liabilities</b>	<b>1,</b>	<b>1,</b>		
	<b>44</b>	<b>82</b>		
	<b>1.</b>	<b>1.</b>		
	<b>3</b>	<b>0</b>	<b>1,655.1</b>	<b>1,441.3</b>

<b>Commitments and contingencies (Note 13)</b>				
<b>Commitments and contingencies (Note 12)</b>				
<b>Equity</b>				
<b>Ryerson Holding Corporation stockholders' equity:</b>				
Preferred stock, \$0.01 par value; 7,000,000 shares authorized and no shares issued at December 31, 2022 and December 31, 2021	—	—		
Common stock, \$0.01 par value; 100,000,000 shares authorized and 39,059,198 shares issued at December 31, 2022; 100,000,000 shares authorized and 38,687,094 issued at December 31, 2021	0.	0.		
	4	4		
Preferred stock, \$0.01 par value; 7,000,000 shares authorized and no shares issued at December 31, 2023 and December 31, 2022	—	—		
Common stock, \$0.01 par value; 100,000,000 shares authorized and 39,450,659 shares issued at December 31, 2023; 100,000,000 shares authorized and 39,059,198 issued at December 31, 2022	0.4	0.4		
Capital in excess of par value	39	38		
	7.	8.		
	7	6	411.6	397.7
Retained earnings	69	32		
	2.	1.		
	5	7	813.2	692.5
Treasury stock at cost – Common stock of 2,070,654 shares at December 31, 2022 and 292,932 shares at December 31, 2021	(6			
	1.	(8		
	1)	.4)		
Accumulated other comprehensive loss (Note 16)	(1	(1		
	44	65		
	.4)	.1)		
Treasury stock at cost – Common stock of 5,413,434 shares at December 31, 2023 and 2,070,654 shares at December 31, 2022			(179.3)	(61.1)
Accumulated other comprehensive loss (Note 15)			(140.0)	(144.4)
<b>Total Ryerson Holding Corporation stockholders' equity</b>	<b>88</b>	<b>53</b>		
	5.	7.		
	1	2	905.9	885.1
Noncontrolling interest	7.	7.		
	9	4	8.6	7.9
<b>Total equity</b>	<b>89</b>	<b>54</b>		
	3.	4.		
	0	6	914.5	893.0

<b>Total liabilities and equity</b>	2,	2,						
	33	36						
	4.	5.						
	\$ 3	\$ 6	\$	2,569.6	\$	2,334.3		
	<u>  </u>							

See Notes to Consolidated Financial Statements

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**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(In millions, except shares in thousands)**

<b>Ryerson Holding Corporation Stockholders</b>											
<b>Accumulated Other</b>											
<b>Comprehensive</b>											
<b>Income (Loss)</b>											
<b>Cash</b>											
<b>Retained</b>											
<b>Capital</b>											
<b>Retained Earnings</b>											
<b>Excess of Accumulated Deficit)</b>											
<b>Foreign Currency Translation</b>											
<b>Hedge</b>											
<b>Non-Controlling Interests</b>											
<b>Common</b>											
<b>Treasury</b>											
<b>Stock</b>											
<b>Share</b>		<b>Dollar</b>		<b>Share</b>		<b>Dollar</b>		<b>Dollar</b>		<b>Dollar</b>	
<b>s</b>		<b>rs</b>		<b>s</b>		<b>rs</b>		<b>Dollars</b>		<b>Dollars</b>	
<b>Balance at January 1, 2020</b>											
96	\$ 0.4	(213)	\$ (6.6)	\$ 2	\$ 99.6	\$ 6	\$ .1	\$ (0.3)	\$ 6.0	\$ 178.6	
Net income (loss)											
Foreign currency translation											

Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$10.5									31.3				31.3
Stock-based compensation expense	334					1.9							1.9
Dividends paid to noncontrolling interest											(0.2)		(0.2)
Cash flow hedge - interest rate swap, net of tax of \$1.0										(2.8)			(2.8)
Balance at December 31, 2020	38.3					383.			(47.)	(221)			
	30	\$ 0.4	(213)	\$ (6.6)	\$ 1	\$ 33.8	\$ 0	\$ .8	\$ (3.1)	\$ 6.3	\$ 145.1		
Net income												1.1	295.4
Foreign currency translation								(2.1)					(2.1)
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$35.1												107.	
Share repurchases			(80)	(1.8)									(1.8)
Stock-based compensation expense	357					5.5							5.5
Cash dividends and dividend equivalents							(6.4)						(6.4)
Cash flow hedge - interest rate swap, net of tax of \$0.5											1.6		1.6
Balance at December 31, 2021	38.6					388.			(49.)	(114)			
	87	\$ 0.4	(293)	\$ (8.4)	\$ 6	\$ 321.7	\$ 1)	\$ .5)	\$ (1.5)	\$ 7.4	\$ 544.6		
Net income												0.5	391.5
Foreign currency translation								(7.8)					(7.8)
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$11.6										27.0			27.0
Share repurchases			(1.7)	(50.)									(50.0)
Stock-based compensation expense	372		(77)	(2.7)	9.1								6.4
Cash dividends and dividend equivalents						(20.2)							(20.2)
Cash flow hedge - interest rate swap, net of tax of \$0.4										1.5			1.5
Balance at December 31, 2022	39.0		(2.0)	(61.)	397.			(56.)	(87.)				
	59	\$ 0.4	71)	\$ 1)	\$ 7	\$ 692.5	\$ 9)	\$ 5)	\$ —	\$ 7.9	\$ 893.0		
<b>Ryerson Holding Corporation Stockholders</b>													

	Accumulated Other Comprehensive Income (Loss)										
	Cash Flow										
	Capital				Foreign			Hedge			
	in Excess of		Retain ed		Curren cy		Benefit Plan		Interes t		Non- control
	Common		Treasury		Par	Earnin gs	Transla tion	Liabiliti es	Rate	Interes t	Total
	Stock		Stock		Value	Dollar			Swap		Equity
	Share	Dolla	Share	Dollar		Dollars	Dollars	Dollars	Dollars	Dollars	Dollars
	s	rs	s	s							
Balance at January 1, 2021	38,33								(221.		
	0	\$ 0.4	(213)	\$ (6.6)	\$ 383.1	\$ 33.8	\$ (47.0)	\$ 8)	\$ (3.1)	\$ 6.3	\$ 145.1
Net income	—	—	—	—	—	294.3	—	—	—	—	1.1
Foreign currency translation	—	—	—	—	—	—	(2.1)	—	—	—	(2.1)
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$35.1	—	—	—	—	—	—	—	—	107.3	—	107.3
Share repurchases	—	—	(80)	(1.8)	—	—	—	—	—	—	(1.8)
Stock-based compensation expense	357	—	—	—	5.5	—	—	—	—	—	5.5
Cash dividends and dividend equivalents	—	—	—	—	—	(6.4)	—	—	—	—	(6.4)
Cash flow hedge - interest rate swap, net of tax of \$0.5	—	—	—	—	—	—	—	—	1.6	—	1.6
Balance at December 31, 2021	38,68								(114.		
	7	\$ 0.4	(293)	\$ (8.4)	\$ 388.6	\$ 321.7	\$ (49.1)	\$ 5)	\$ (1.5)	\$ 7.4	\$ 544.6
Net income	—	—	—	—	—	391.0	—	—	—	—	391.5
Foreign currency translation	—	—	—	—	—	—	(7.8)	—	—	—	(7.8)
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$11.6	—	—	—	—	—	—	—	—	27.0	—	27.0

Share repurchases	—	—	(1,70)	(50.0)	—	—	—	—	—	—	—	(50.0)
			1									
Stock-based compensation												
expense	372	—	(77)	(2.7)	9.1	—	—	—	—	—	—	6.4
Cash dividends and dividend												
equivalents	—	—	—	—	—	(20.2)	—	—	—	—	—	(20.2)
Cash flow hedge - interest rate												
swap, net of tax of \$0.4	—	—	—	—	—	—	—	—	—	1.5	—	1.5
Balance at December 31, 2022	39,05		(2,07)									
	9	\$ 0.4	1)	\$ (61.1)	\$ 397.7	\$ 692.5	\$ (56.9)	\$ (87.5)	\$ —	\$ 7.9	\$ 893.0	
Net income	—	—	—	—	—	145.7	—	—	—	—	0.7	146.4
Foreign currency translation	—	—	—	—	—	—	4.7	—	—	—	—	4.7
Changes in defined benefit												
pension and other post-												
retirement benefit plans, net of												
tax of zero	—	—	—	—	—	—	—	—	(0.3)	—	—	(0.3)
Share repurchases			(3,25)	(115.								
	—	—	2)	0)	—	—	—	—	—	—	—	(115.0)
Stock-based compensation												
expense	391	—	(90)	(3.2)	13.8	—	—	—	—	—	—	10.6
Issuance of common stock	1	—	—	—	—	—	—	—	—	—	—	—
Cash dividends and dividend												
equivalents	—	—	—	—	0.1	(25.0)	—	—	—	—	—	(24.9)
Balance at December 31, 2023	39,45		(5,41)	(179.								
	1	\$ 0.4	3)	\$ 3)	\$ 411.6	\$ 813.2	\$ (52.2)	\$ (87.8)	\$ —	\$ 8.6	\$ 914.5	

See Notes to Consolidated Financial Statements

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Note 1: Summary of Accounting and Financial Policies

*Business Description and Basis of Presentation.* Ryerson Holding Corporation (“Ryerson Holding”), a Delaware corporation, is the parent company of Joseph T. Ryerson & Son, Inc. (“JT Ryerson”), a Delaware corporation. Affiliates of Platinum Equity, LLC (“Platinum”) own approximately 15,924,478 3,924,478 shares of our common stock, which is approximately 43 11.5% of our issued and outstanding common stock. On May 13, 2022 February 28, 2023, Platinum sold 3,500,000 2,486,580 shares of common stock through an underwritten secondary offering. Concurrently, Ryerson Holding completed a share repurchase from Platinum of 1,513,420 shares of common stock. On May 8, 2023, Platinum sold 2,630,700 shares of its common stock through an underwritten secondary offering. Concurrently, Ryerson Holding completed a share repurchase from Platinum of 1,613,022 1,369,300 shares of common stock for \$ stock. Also, on August 8, 2023, Platinum sold 47.7 4,000,000 million shares of its common stock through an underwritten secondary offering. Following the close of those transactions, Platinum’s ownership of our common stock decreased from approximately 54 43% to approximately 43 11.5%. Ryerson Holding is no longer a “controlled company” within the meaning of the corporate governance standards of The New York Stock Exchange.

We are a leading value-added processor and distributor of industrial metals with operations in the U.S. through JT Ryerson and other U.S. subsidiaries, in Canada through our indirect wholly-owned subsidiary Ryerson Canada, Inc., a Canadian corporation (“Ryerson Canada”), and in Mexico through our indirect wholly-owned subsidiary Ryerson Metals de Mexico, S. de R.L. de C.V., a Mexican corporation (“Ryerson Mexico”). In addition to our North American operations, we conduct materials processing and distribution operations in China through an indirect wholly-owned subsidiary, Ryerson China Limited, a Chinese limited liability company (“Ryerson China”). Unless the context indicates otherwise, Ryerson Holding, JT Ryerson, Ryerson Canada, Ryerson Mexico, and Ryerson China together with their subsidiaries, are collectively referred to herein as “Ryerson,” “we,” “us,” “our,” or the “Company.”

*Principles of Consolidation.* The Company consolidates entities in which it owns or controls more than 50% of the voting shares. All significant intercompany balances and transactions have been eliminated in consolidation.

*Equity Investments.* Investments in affiliates in which the Company’s ownership is 20% to 50% and investments in limited partnerships are accounted for by the equity method. Equity income is reported in other income and (expense), net in the Consolidated Statements of Operations. Equity loss amounted to \$0.1 million for the year ended December 31, 2023. Equity income during the years ended December 31, 2022, and 2021 and 2020 totaled was zero.

*Business Segments.* Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 280, “Segment Reporting” (“ASC 280”), establishes standards for reporting information on operating segments in interim and annual financial statements. Our Board of Directors, which includes our Chief Executive Officer, serve as our Chief Operating Decision Maker (“CODM”). Our CODM reviews our financial information for purposes of making operational decisions and assessing financial performance. The CODM views our business globally as metals service centers. We have one operating and reportable segment, metal service centers, in accordance with the criteria set forth in ASC 280.

*Use of Estimates.* The preparation of financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") in the U.S. requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Changes in such estimates may affect amounts reported in future periods.

*Revenue Recognition.* Revenue is recognized in accordance with FASB ASC 606, "Revenue from Contracts with Customers" ("ASC 606"). Revenue is recognized based on the consideration expected to be received for delivery of as-is or processed metal products when, or as, the Company satisfies its contractual obligation to transfer control of a product to a customer, which we refer to as a performance obligation. See Note 17: Revenue Recognition for further details.

*Provision for allowances, claims, and doubtful accounts.* The Company follows the guidance under ASC 326 "Financial Instruments – Credit Losses" ("ASC 326"). The Company monitors customer payments and maintains a provision for estimated credit losses based on historical experience and specific customer collection issues that the Company has identified. Estimation of such losses requires adjusting historical loss experience for current economic conditions and judgments about the probable effects of economic conditions on certain customers. See Note 18: Provision for Credit Losses for further details.

*Shipping and Handling Fees and Costs.* Shipping and handling fees billed to customers are classified in net sales in our Consolidated Statement of Operations. Shipping and handling costs are classified in warehousing, delivery, selling, general, and administrative expenses in our Consolidated Statement of Operations. These costs totaled \$137.8 million, \$125.2 million, and \$113.7 million for the years ended December 31, 2022 December 31, 2023, 2021, and 2020, respectively. In accordance with ASC 606, the Company has

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elected to treat shipping and handling costs as an activity necessary to fulfill the performance obligation to transfer product to the customer and not as a separate performance obligation. Shipping and handling costs are estimated at quarter end in proportion to revenue recognized for transactions where actual costs are not yet known.

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*Benefits for Retired Employees.* The Company recognizes the funded status of its defined benefit pension and other postretirement plans in the Consolidated Balance Sheets, with changes in the funded status recognized through accumulated other comprehensive income (loss), in the year in which the changes occur. Service cost is included in warehousing, delivery, selling, general, and administrative expenses and all other components of net benefit costs are

recognized in other income and (expense), net, in the Consolidated Statement of Operations. The estimated cost of the Company's defined benefit pension plan and its postretirement medical benefits are determined annually or upon plan remeasurement after considering information provided by consulting actuaries. Key factors used in developing estimates of these liabilities include assumptions related to discount rates, rates of return on investments, mortality rates, future compensation costs, healthcare cost trends, benefit payment patterns, and other factors. The cost of these benefits for retirees is accrued during their term of employment. Pensions are funded primarily in accordance with the requirements of the Employee Retirement Income Security Act ("ERISA") of 1974 and the Pension Protection Act of 2006. Costs for retired employee medical benefits are funded when claims are submitted. Certain employees are covered by a defined contribution plan, for which the cost is expensed in the period earned.

*Cash Equivalents.* Cash equivalents reflected in the financial statements are highly liquid, short-term investments with original maturities of three months or less. Checks issued in excess of funds on deposit at the bank represent "book" overdrafts. We reclassified \$106.8 99.7 million and \$77.3 106.8 million to accounts payable at December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

*Inventory Valuation.* Inventories are stated at the lower of cost or market value. We primarily use the last-in, first-out ("LIFO") method for valuing our domestic inventories. We use the moving average cost and the specific cost methods for valuing our foreign inventories.

*Property, Plant, and Equipment.* Property, plant, and equipment, including land use rights and finance lease assets, are depreciated for financial reporting purposes using the straight-line method over the estimated useful lives of the assets. The provision for depreciation in all periods presented is based on the following estimated useful lives of the assets:

Land improvements	20 years
Buildings	45 years
Machinery and equipment	10-15 years
Furniture and fixtures	10 years
Transportation equipment	3-6 years
Software	5 years
Land use rights	50 years

Expenditures for normal repairs and maintenance are charged against income in the period incurred.

*Internal-Use Software.* Software is recognized in accordance with FASB ASC 350-40, "Internal - Use" "Internal-Use Software" ("ASC 350-40) 350-40"). The Company has various software that is acquired, internally developed, or modified solely to meet the Company's internal needs, and software that the Company obtains access to in a cloud computing arrangement that includes internal-use software licenses. Software developments development costs are capitalized when the preliminary project stage is complete and the development stage of the project commences, it is probable that the project will be complete, and the software will be used to perform the function intended. Costs associated

with preliminary project stage activities, training, maintenance, and all other post implementation stage activities are expensed as incurred. The capitalization policy provides for the capitalization of certain payroll costs for employees who are directly associated with developing internal-use software as well as certain external direct costs. Capitalized employee costs are limited to the time directly spent on such projects. We also capitalize certain costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Our cloud computing arrangements that include a license to an internal use software which **doesn't** **does not** meet the criteria as defined by ASC 350-40 are accounted for as service contracts and do not constitute a purchase of a software or license to a software and as such are accounted as prepaid expenses and are amortized over the prepayment period. As of **December 31, 2022** **December 31, 2023** and **2021** **2022** we had **\$2.0** **1.9** million and **\$1.8** **2.0** million of software in prepaid expenses and other current assets on the Consolidated Balance Sheets, respectively. See Note 5: Property Plan and Equipment for further details. **the balances of software costs capitalized to fixed assets.**

**Leases.** Leases are recognized in accordance with FASB ASC 842, "Leases" ("ASC 842"). The Company leases various assets including real estate, trucks, trailers, mobile equipment, processing equipment, and IT equipment. See Note 6: Leases, for further details.

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**Goodwill.** In accordance with FASB ASC 350, "Intangibles – Goodwill and Other" ("ASC 350"), goodwill is reviewed at least annually for impairment or whenever indicators of potential impairment exist. We test for impairment of goodwill by assessing various qualitative factors with respect to developments in our business and the overall economy. If we determine that it is more likely than not that the fair value of a reporting unit is less than the carrying value based on our qualitative assessment, we will proceed to

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the quantitative goodwill impairment test, in which we compare the fair value of the reporting unit where the goodwill resides to its carrying value. If the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. The fair value of the reporting unit is estimated using a combination of an income approach and a market approach as this combination is deemed to be the most indicative of fair value in an orderly transaction between market participants.

**Long-lived Assets and Other Intangible Assets.** Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. **The** **When** this occurs, the Company estimates the future cash flows expected to result from the use of the

asset and its eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment is recognized. Any related impairment loss is calculated based upon comparison of the fair value to the carrying value of the asset. Separate intangible assets that have finite useful lives are amortized over their useful lives. An impaired intangible asset would be written down to fair value, using the discounted cash flow method.

**Accrued Vacation Liability.** The Company's vacation policy is such that employees earn their vacation for the current year as work is performed throughout the year and forfeit any unused vacation at the end of the year, with the exception of a partial rollover allowance subject to a cap.

**Deferred Financing Costs.** Deferred financing costs associated with the issuance of debt are being amortized using either the effective interest method or straight line method over the life of the debt in accordance with FASB ASC 470, "Debt" (ASC 470). Deferred financing costs related to a recognized debt liability are presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability.

**Foreign Currency.** The Company translates assets and liabilities of its foreign subsidiaries, where the functional currency is the local currency, into U.S. dollars at the current rate of exchange on the last day of the reporting period. Revenues and expenses are translated at the average monthly exchange rates prevailing during the year.

For foreign currency transactions, the Company translates these amounts to the Company's functional currency at the exchange rate effective on the invoice date. If the exchange rate changes between the time of purchase and the time actual payment is made, a foreign exchange transaction gain or loss results which is included in determining net income (loss) for the year. The Company recognized an exchange loss of \$2.0 million, \$1.6 million, exchange loss, and \$0.2 million exchange loss, and zero exchange gains/losses for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. These amounts are classified either in Other income and (expense), net or Warehousing, delivery, selling, general, and administrative expense in our Consolidated Statements of Operations.

**Income Taxes.** Deferred tax assets or liabilities reflect temporary differences between amounts of assets and liabilities for financial and tax reporting. Such amounts are adjusted, as appropriate, to reflect changes in enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance is established to offset any deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The determination of the amount of a valuation allowance to be provided on recorded deferred tax assets involves estimates regarding (1) the timing and amount of the reversal of taxable temporary differences, (2) expected future taxable income, (3) the impact of tax planning strategies, and (4) the ability to carry back tax losses to offset prior taxable income. In assessing the need for a valuation allowance, the Company considers all available positive and negative evidence, including past operating results, projections of future taxable income, and the feasibility of ongoing tax planning strategies. The projections of future taxable income include a number of estimates and assumptions regarding volume, pricing, costs, and industry cyclicalities.

Significant judgment is required in determining income tax provisions and in evaluating tax positions. In the normal course of business, the Company and its subsidiaries are examined by various federal, state, and foreign tax authorities. The Company records the impact of a tax position, if that position is more likely than not (i.e., greater than 50% likely) to be sustained in audit, based on the technical merits of the position. The Company regularly assesses the potential outcomes of these examinations and any future examinations for the current or prior years in determining the adequacy of our provision for income taxes. The Company continually assesses the likelihood and amount of potential adjustments and adjusts the income tax provision, the current tax liability, and deferred taxes in the period in which the facts that give rise to a revision become known.

The Company recognizes the benefit of tax positions when a benefit is more likely than not to be sustained on its technical merits. Recognized tax benefits are measured at the largest amount that is more likely than not to be sustained, based on cumulative probability, in final settlement of the position. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense.

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*Earnings Per Share Data.* Basic earnings per share ("EPS") is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by giving effect to all dilutive potential common shares that were outstanding during the period, unless inclusion of the potential common shares would have an antidilutive effect. Basic earnings per share excludes the dilutive effect of common stock equivalents such as stock options and warrants, while diluted earnings per share, assuming dilution, includes such dilutive effects.

*Stock-Based Compensation.* All of our stock-based compensation plans are classified as equity awards. The fair value of restricted stock units ("RSUs") and performance stock units ("PSUs") is determined based on the fair value of our common stock on the grant date. The fair value of stock options is estimated based on a Monte Carlo simulation and considers variables such as volatility, dividend yield, risk-free rate, and the expected exercise multiple in computing the value of the options. The fair value of stock options, RSUs, and PSUs is expensed on a straight-line basis over their respective vesting periods. We have elected to recognize forfeitures as they occur. See Note 12: 11: Stock-Based Compensation for further details.

## Recent Accounting Pronouncements

### Impact of Recently Issued Accounting Standards—Adopted

No accounting pronouncements have been issued that impact our financial statements.

### Impact of Recently Issued Accounting Standards—Not Yet Adopted

In November 2023, FASB issued Accounting Standard Update ("ASU") 2023-07, "*Segment Reporting (Topic 280)*". The amendments in this update require public entities to enhance segment disclosures on both an interim and annual basis. These disclosures include, among others, significant segment expenses regularly reviewed by the chief operating decision maker (CODM), an amount for other segment items, and title and position of the CODM and how the CODM uses this information in assessing performance. The ASU is effective for fiscal years beginning after December 15, 2023 and interim periods of fiscal years beginning after December 15, 2024 and should be adopted retrospectively to all prior periods presented in the financial statements. We consider are still assessing the applicability and impact of all Accounting Standard Updates ("ASUs"). We assessed adoption, but do not expect this guidance to materially impact the ASUs and determined that they either were not applicable or were not expected to have a material impact on our consolidated financial statements. Therefore, there

In December 2023, FASB issued ASU 2023-09, "*Income Taxes (Topic 740)*". The amendments in this update require public businesses to disclose specific categories in the rate reconciliation and further information for reconciling items that meet a quantitative threshold. This update also requires further disclosures of income taxes paid disaggregated by federal, state, and foreign jurisdictions as well as by the individual jurisdiction in which income taxes are no accounting pronouncements have been issued that we have paid if the amount paid is equal to or greater than five percent of total income taxes paid. Further, this update requires a disclosure of income or loss from continuing operations before income tax expense disaggregated between domestic and foreign and income tax expense or benefit disaggregated by federal, state, and foreign. This update is effective for annual periods beginning after December 15, 2024 and early adoption is permitted. We do not yet adopted. expect this guidance to materially impact the consolidated financial statements.

## Note 2: Acquisitions

### 2023 Acquisitions

On February 28, 2022 March 1, 2023, JT Ryerson Canada acquired substantially all BLP Holdings, LLC ("BLP"). Based out of Houston, Texas, BLP is comprised of three divisions: Absolute Metal Products, Metal Cutting Specialists, and Houston Water Jet, serving various industries such as oil & gas, aerospace, telecommunications, and structural fabrication. BLP provides complex fabrication services in addition to toll processing, including saw cutting, machining, and water jet cutting.

On October 2, 2023, JT Ryerson acquired Norlen Incorporated ("Norlen"). Based out of Schofield, Wisconsin, Norlen is a full-service metal fabricator, providing stamping, machining, painting, and additional value-added fabrication services to

industries including agriculture, HVAC, and defense.

On November 1, 2023, JT Ryerson acquired TSA Processing ("TSA"). Headquartered in Houston, Texas, with five other locations across the Midwest and Southern United States, TSA is a stainless steel and aluminum coil and sheet processor.

On December 1, 2023, JT Ryerson acquired Hudson Tool Steel Corporation ("Hudson"). Hudson is headquartered in Cerritos, California, with two facilities located in the Midwest and Northeast. Hudson is a supplier of tool steels and high-speed, carbon, and alloy steels.

The 2023 acquisitions will strengthen and expand JT Ryerson's valued-add services within our industry-leading stainless and aluminum franchises as well as our tool steel capabilities which will allow us to increase our offerings to better serve our diverse customer base across our entire network. We paid a total of \$127.5 million, net of cash acquired, as of December 31, 2023 for the 2023 acquisitions. As of December 31, 2023, there was \$2.1 million of unpaid purchase consideration accrued on the Consolidated Balance Sheet relating to holdback payments expected to be paid within 18 months, working capital true ups, and contingent consideration.

We deemed the 2023 acquisitions individually immaterial, yet significant in the aggregate to the Consolidated Balance Sheet. Included in our Statement of Operations for the year-ended December 31, 2023 were net sales of \$43.2 million and net income of \$1.8 million related to the 2023 acquisitions. The Consolidated Statement of Operations as of December 31, 2023 includes revenues and expenses of each acquisition since its respective acquisition date. The 2023 acquisitions are insignificant to the Company's Consolidated Statement of Operations for the year-ended December 31, 2023.

The preliminary allocations of the total purchase price from our combined 2023 acquisitions to the fair values of the assets acquired and liabilities assumed were as follows:

	(In millions)
Cash and cash equivalents	\$ 5.8
Receivables, less provisions	20.4
Inventories	11.6
Prepaid expenses and other current assets	2.2
Property, plant, and equipment	47.7
Operating lease assets	35.0

Other intangible assets	31.3
Goodwill	26.3
Other noncurrent assets	1.1
<b>Total identifiable assets acquired</b>	<b>181.4</b>
Accounts payable	(7.2)
Salaries, wages, and commissions	(2.0)
Other accrued liabilities	(0.5)
Operating lease liabilities	(32.4)
Deferred income taxes	(3.9)
<b>Total liabilities assumed</b>	<b>(46.0)</b>
<b>Net identifiable assets acquired</b>	<b>135.4</b>

The purchase price allocations for our 2023 acquisitions are pending the completion of Apogee Steel Fabrication Incorporated ("Apogee"), a sheet metal fabricator located in Mississauga, Ontario, Canada. Apogee is a full-line fabrication company providing sheering, punching, forming, and laser cut processing in addition to welding and hardware assembly services. Apogee provides complex fabrication assemblies in stainless steel, aluminum, and carbon sheet and adds to Ryerson's value-added processing capabilities. purchase price adjustments.

The total amount paid by Ryerson Canada 2023 acquisitions discussed above were all accounted for under the acquisition amounted to \$3.1 million. The acquisition is not material to our consolidated financial statements.

On May 9, 2022, JT Ryerson paid \$2.0 million to acquire a 30% ownership interest in FreeFORM Manufacturing, LLC ("FreeFORM"), an additive manufacturing and engineering company specializing in metal additive manufacturing including metal binder jet 3D printing and metal injection molding. Founded in 2020, FreeFORM serves manufacturers in a multitude of industries and strategically aligns with Ryerson's current and future customer base. This investment is accounted for using the equity method of accounting in accordance with Accounting Standards ASC 323, "Investments - Equity Method and, Joint Ventures". The investment is not material accordingly, the purchase price for each transaction has been allocated to our consolidated financial statements.

On May 31, 2022, JT Ryerson paid \$2.9 million to acquire Ford Tool Steels, Inc. ("FTS"), a tool steel processor located in St. Louis, Missouri. FTS serves customers across the Midwest U.S. with tool steel assets acquired and alloys, as well as cut-to-length sawing, plate sawing, and grinding and milling services. The transaction resulted in a bargain purchase gain primarily due to higher property, plant, and equipment liabilities assumed based on the estimated fair values compared to book values. The at the date of each acquisition. As needed, for each transaction the Company used a third-party real estate valuation firm to estimate the fair value values of property, plant, and equipment, leases, earn-outs, and intangible assets. Inventory was valued by the Company using acquisition date fair values of the acquired building and internal resources to estimate metals. The consolidated balance sheets reflect the allocations of each acquisition's purchase price as of December 31, 2023. The measurement period for purchase price allocations will end 12 months after each acquisition date.

Included in the total purchase price is \$0.9 million of contingent consideration at fair value. The contingent consideration is based on the attainment of certain financial metrics over the course of 4 years following the acquisition date with a maximum payout of \$5.1 million. The fair value of the machinery and equipment. The gain contingent consideration as of acquisition date was determined using a Monte Carlo simulation.

As part of the purchase price allocations for the 2023 acquisitions, we allocated \$0.6 7.6 million is included to trade names and \$23.7 million to customer relationships with weighted average lives of 14.3 years and 14.0 years, respectively. The goodwill arising from the 2023 acquisitions consists largely of expected strategic benefits, including enhanced operational scale, as well as expansion of acquired product and processing capabilities across our Company. See Note: 8 Goodwill for further information on the goodwill added in Other income and (expense), net in the Consolidated Statements of Operations. The acquisition is not material to our consolidated financial statements.2023.

#### On August 31, 2022, 2023 Asset Acquisition

During the first six months of 2023, JT Ryerson acquired Howard Precision Metals, Inc. ("Howard"), one completed the purchase of the largest aluminum distributors in the Midwest. Based in Milwaukee, Wisconsin, Howard specializes in value-added processing services including high-quality precision-cut aluminum plate and saw-cut extruded aluminum bar distribution, certain assets from ExOne Operating, LLC. The total amount paid by JT Ryerson for the acquisition amounted to acquired assets was \$19.2 9.7 million. The transaction qualified for asset acquisition accounting and is not material to our consolidated financial statements.

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#### 2022 Acquisition Activity

On November 1, 2022, JT Ryerson paid \$31.8 million to acquire Excelsior, Inc. ("Excelsior" ("Excelsior")). Based in Fresno, California, Excelsior is a full-service fabrication and machining company with advanced processing capabilities including machining centers, laser and waterjet cutting, welding, and complex assemblies that are a value-add to Ryerson's processing capabilities. The acquisition is not material to our consolidated financial statements. The company has not yet finalized During the process first six months of measuring the fair value of Excelsior assets acquired and liabilities assumed in accordance with ASC 805, "2023, JT Ryerson paid an additional \$Business Combinations 0.6" as of December 31, 2022 due million related to the timing of the acquisition in relation to the reporting date.net working capital adjustments.

#### Note 3: Cash, Cash Equivalents, and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the beginning and ending cash balances shown in the Consolidated Statements of Cash Flows:

	At December 31,		At December 31,	
	2022	2021	2023	2022
	(In millions)		(In millions)	
Cash and cash equivalents	\$ 39.2	\$ 51.2	\$ 54.3	\$ 39.2
Restricted cash	1.3	1.2	1.1	1.3
Total cash, cash equivalents, and restricted cash	<u>\$ 40.5</u>	<u>\$ 52.4</u>	<u>\$ 55.4</u>	<u>\$ 40.5</u>

We had cash restricted for the purposes of covering letters of credit that can be presented for potential insurance claims.

#### **Note 4: Inventories**

The Company primarily uses the last-in, first-out (LIFO) ("LIFO") method of valuing inventory. Inventories, at stated LIFO value, were classified at December 31, 2022 December 31, 2023 and 2021 2022 as follows:

	At December 31,	
	2022	2021
	(In millions)	
In process and finished products	\$ 798.5	\$ 832.1

	At December 31,	
	2023	2022
	(In millions)	
In process and finished products	\$ 782.5	\$ 798.5

If current cost had been used to value inventories, such inventories would have been \$245 148 million higher and \$303 245 million higher than reported at December 31, 2022 December 31, 2023 and 2021 2022, respectively. Approximately 90 88% and 88 90% of inventories are accounted for under the LIFO method at December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Non-LIFO inventories consist primarily of inventory at our foreign facilities using the moving average cost and the specific cost methods. Substantially all of our inventories consist of finished products.

The Company has consignment inventory at certain customer locations, which totaled \$7.4 million and \$8.8 million at December 31, 2022 December 31, 2023 and 2021, respectively.

#### Note 5: Property, Plant, and Equipment

Property, plant, and equipment consisted of the following at December 31, 2022 December 31, 2023 and 2021:

	At December 31,		At December 31,	
	2022	2021	2023	2022
	(In millions)		(In millions)	
Land and land improvements	\$ 66.1	\$ 65.0	\$ 71.7	\$ 66.1
Buildings and leasehold improvements	158.4	141.2	211.7	158.4
Machinery, equipment, and other	532.0	475.8	647.4	532.0
Finance leases	39.0	56.8	42.2	39.0
Software	19.7	6.6	30.8	19.7
Construction in progress	83.4	47.4	67.7	83.4
<b>Total</b>	<b>898.6</b>	<b>792.8</b>	<b>1,071.5</b>	<b>898.6</b>
Less: Accumulated depreciation	(440.2)	(404.5)	(481.9)	(440.2)
<b>Net property, plant, and equipment</b>	<b>\$ 458.4</b>	<b>\$ 388.3</b>	<b>\$ 589.6</b>	<b>\$ 458.4</b>

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The Company recognized gains on the sale of assets classified as held for sale of \$0.4 million, zero, and zero for the years ended December 31, 2022, 2021, and 2020 respectively. The Company had zero and \$1.2 million of assets held for sale classified within "Prepaid expenses and other current assets" on the Consolidated Balance Sheet as of December 31, 2022 and 2021, respectively.

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During the year ended December 31, 2021, the Company completed several asset sales in the form of sale-leasebacks to generate cash proceeds that were, in part, utilized to redeem a portion of the 8.50% senior secured notes due 2028 (the "2028 Notes"), and also in a continued effort to optimize our facility footprint. Each of these sale-leasebacks were for varying periods of time, ranging from 21 months to 15 years, and therefore the Company recorded right of use

assets of \$95.1 million and lease liabilities of \$86.4 million. See Note 6: Leases for further discussion of the individually significant leaseback transaction. As a result of these transactions, \$65.4 million of land and building assets, net of accumulated depreciation, were sold for net cash proceeds of \$163.2 million, resulting in a total gain of \$107.7 million.

The Company also had normal course asset sale activity which generated additional cash proceeds of \$0.5 million, \$8.0 million, and \$3.1 million at December 31, 2023, 2022 and \$0.1 million at December 31, 2022, 2021, and 2020, respectively.

#### **Note 6: Leases**

The Company leases various assets including real estate, trucks, trailers, cars, mobile equipment, processing equipment, and IT equipment. The Company has noncancelable operating leases expiring at various times through 2042 2043, and finance leases expiring at various times through 2028 2030.

#### *Policy Elections & Practical Expedients*

The Company has made an accounting policy election not to record leases with an initial term of twelve months or less ("short term leases") on the balance sheet as allowed within ASC 842. Short term lease expense is recognized on a straight-line basis over the lease term. The Company has elected to apply the practical expedient that allows for the combination of lease and non-lease components for all asset classes.

#### *Significant Judgments*

Many of our real estate leases include one or more options to renew, with renewal terms that can extend the lease term from one to 5 years or more. To determine the expected lease term, we include any noncancelable periods within the lease agreement as well as any periods covered by an option to extend the lease if we are reasonably certain to exercise the option. The equipment leases do not typically include options for renewal but may include options for purchase at the end of the lease. We determine the likelihood of exercising the option for purchase by assessing the option price versus the estimated fair value at the end of the lease term to determine if the option price is advantageous enough that we are reasonably certain to exercise it. The depreciable life of finance lease assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

Lease payments include fixed payments, the exercise price of a purchase option that is reasonably certain of exercise, variable payments based on a known index, and the amount probable that the Company will owe under a residual value guarantee. Variable lease payments that are not based on a known index are not included in lease payments and are expensed as incurred.

The discount rate used to determine the amount of right of use assets, lease liabilities, and lease classification is the interest rate implicit in the lease, when known. If the rate implicit in the lease is not known, the Company will use its incremental borrowing rate defined as the interest rate swap rate that approximates the lease term plus the long-term expected spread on the \$1.3 billion revolving credit facility amended as of June 29, 2022 (the "Ryerson Credit Facility").

In June 2021, we sold and leased back a group of service center properties located in Delaware, Florida, Kentucky, Minnesota, Missouri, Oklahoma, Pennsylvania, Tennessee, Texas, and Virginia for net proceeds of approximately \$104 million. The total annual rent for the properties starts at approximately \$6.4 million per year, with the amount increasing at 1.5% annually over the 15-year lease term, including, without limitation, during any renewal term. Under the terms of the lease ~~agreement, agreements~~, the Company is responsible for all taxes, insurance, and utilities and is required to adequately maintain the properties for the lease term. The lease includes two renewal options for five years each.

~~The 2021~~ This transaction met the requirements for sale leaseback accounting under ASC 842 and ASC 606. Accordingly, the Company recognized the sale of the properties, which resulted in a gain of approximately \$62.5 million recorded in the Consolidated Statement of Operations. The related land and buildings were removed from property, plant, and equipment and operating lease assets and liabilities of \$84.4 million, respectively, were recorded in the Consolidated Balance Sheet.

In the third quarter of 2022, a long-term operating lease commenced for a new state-of-the-art facility in Centralia, Washington. The starting annual rent is approximately \$2.8 million per year, with annual increases of 2.25% over the 20-year lease term and any renewal terms. The lease includes two renewal options of five years each. Under the terms of the lease agreement, the Company is responsible for all taxes, insurance, and utilities, as well as adequately maintaining the property for the lease term. The initial right of

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use asset and operating lease liability recorded in the Consolidated Balance Sheet was \$51.2 million and \$46.1 million, respectively, the difference of \$5.1 million is related to a lease prepayment.

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In the second quarter of 2023, a long-term operating lease commenced for a new state-of-the-art service center facility in University Park, Illinois. The starting annual rent is approximately \$7.3 million per year, with annual increases of 2.2% over the 15-year and 4-month lease term. The lease includes four renewal options of five years each at fair market value. Under the terms of the lease agreement, the Company is responsible for all taxes, insurance, and property management fees. The initial right of use asset and operating lease liability recorded in the Condensed Consolidated Balance Sheet was \$99.9 million.

The following table summarizes the location and amount of lease assets and lease liabilities reported in our Consolidated Balance Sheets as of ~~December 31, 2022~~ December 31, 2023 and ~~2021: 2022~~:

Leases	Balance Sheet Location	At December 31,		At December 31,		
		2022		2023		
		2021	2022	2023	2022	
(In millions)						
<b>Assets</b>						
Operating lease assets	Operating lease assets	\$ 5	\$ 1	Operating lease assets	\$ 349.4 \$ 240.5	
Financial lease assets net(a)	Property, plant, and equipment, net(a)	2	4	25.7	26.5	
		6	1			
Total lease assets		7	2			
		6	5			
		2	2			
		7	2			
Current assets		\$ 0	\$ 3	\$ 375.1	\$ 267.0	
<b>Liabilities</b>						
Operating lease liabilities	Current portion of operating lease liabilities	\$ 2	\$ 9	Current portion of operating lease liabilities	\$ 30.5 \$ 25.2	
			1			
Financial liabilities	Other accrued liabilities	7	2	6.8	7.1	
		1	5			

Noncurrent	2	1				
Noncurrent	1	8				
operating	5	4				
Operating lease liabilities	1	8	Noncurrent operating lease liabilities		336.8	215.1
Other	2	6				
Financial noncurrent liabilities	0	0	Other noncurrent liabilities		10.6	12.0
	2	2				
Total lease liabilities	5	3				
	9	8				
	\$ 4	\$ 2			\$ 384.7	\$ 259.4
	<u>  </u>	<u>  </u>			<u>  </u>	<u>  </u>

(a) Finance lease assets are recorded net of accumulated amortization of \$12.6 16.5 million and \$15.6 12.5 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

The following table summarizes the location and amount of lease expense reported in our Consolidated Statements of Operations for the twelve months ended December 31, 2022 December 31, 2023, 2021 2022 and 2020: 2021:

	Year Ended December 31,			Year Ended December 31,		
	Location of Lease Expense			2023	2022	2021
Lease expense	Recognized in Income	2022	2020			
	(In millions)					
	ns)					

Operating lease expense	Warehousing, delivery, selling, general, and administrative	\$ 8	\$ 5	\$ 9	Warehousing, delivery, selling, general, and administrative	\$ 43.6	\$ 36.8	\$ 30.5
Finance lease expense								
Amortization of lease assets	Warehousing, delivery, selling, general, and administrative	4	5	6	Warehousing, delivery, selling, general, and administrative	5.0	4.5	5.4
Interest on leases	Interest and other expense on debt	0	1	1	Interest and other expense on debt	0.8	0.8	1.0
Varia ble lease expense	Warehousing, delivery, selling, general, and administrative	2	2	3	Warehousing, delivery, selling, general, and administrative	3.4	2.6	2.8
Short-term lease expense	Warehousing, delivery, selling, general, and administrative	2	2	2	Warehousing, delivery, selling, general, and administrative	2.4	2.8	2.7

Total	4	4	3				
lease	7	2	7				
expe	.	.	.				
nse	\$ 5	\$ 4	\$ 0				
	<u>  </u>	<u>  </u>	<u>  </u>				
				\$ 55.2	\$ 47.5	\$ 42.4	
	<u>  </u>						

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The following table presents the maturity analysis of lease liabilities at December 31, 2022 December 31, 2023:

Maturity of Lease Liabilities	Operating	Finance	Operating Leases(a)		Finance Leases	
	Leases(a)	Leases				
	(In millions)		(In millions)			
2023	\$ 31.5	\$ 7.0				
2024	31.4	6.4	\$ 41.0	\$ 7.1		
2025	27.2	3.5	41.0	5.0		
2026	23.1	2.3	38.5	3.5		
2027	22.0	0.8	37.6	1.8		
After 2027	161.2	0.2				
2028			36.1	1.4		
After 2028			271.7	0.7		
Total lease payments	296.4	20.2	465.9	19.5		
Less: Interest(b)	(57.7)	(1.1)	(101.2)	(2.1)		
Present value of lease liabilities(c)	\$ 238.7	\$ 19.1	\$ 364.7	\$ 17.4		

(a) There were no operating leases with options to extend lease terms that are reasonably certain of being exercised, and the lease payments excluded an estimated amount of \$128.8 million of there were no legally binding lease payments for leases signed but not yet commenced.

(b) Calculated using the discount rate for each lease.

(c) Includes the current portion of \$25.2 million for operating leases and \$7.1 million for finance leases. The operating lease payments are net of \$1.6 million of prepayments, which are recorded within the Right of Use Operating Lease Asset line of the Consolidated Balance Sheet.

The following table shows the weighted-average remaining lease term and discount rate for operating and finance leases, respectively, at December 31, 2022 December 31, 2023 and 2021: 2022:

Lease Term and Discount Rate	At December 31,		At December 31,	
	2022	2021	2023	2022
Weighted-average remaining lease term (years)				
Operating leases	11.7	10.4	12.5	11.7
Finance leases	3.2	2.9	3.3	3.2
Weighted-average discount rate				
Operating leases	3.6%	3.2%	3.8%	3.6%
Finance leases	3.5%	3.4%	6.0%	3.5%

Information reported in our Consolidated Statement of Cash Flows for the twelve months ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021 is summarized below:

Other Information	Year Ended			Year Ended December 31,		
	December 31,					
	2022	2021	2020	2023	2022	2021
(In millions)						
Cash paid for amounts included in the measurement of lease liabilities	3	2				
Operating cash flows from operating leases	4.	29.	5.	\$ 3	\$ 40.5	\$ 34.3
Operating cash flows from finance leases	0.	1.0	2	\$ 8	0.8	0.8
Financing cash flows from finance leases	9.	10.	3.	2	7.1	9.2
Assets obtained in exchange for lease obligations:	6					
Operating leases	1.	12	1.	6	138.8	61.6
Finance leases	3.	15.	3.	9	5.3	3.9
						129.6
						15.8

### Note 7: Definite-Lived Intangible Assets

The following summarizes the components of definite-lived intangible assets at December 31, 2022 December 31, 2023 and 2021:2022:

	At December		At December							
	31, 2022	31, 2021	Gr	Gr						
Weight	ed	ed	os	os						
ed	ed	ed	s	s						
Averag	in	in	Ca	Ca						
e	g	g	cu	cu						
Amorti	A	A	rry	rry						
zable	m	m	mu	mu						
Life in	ou	ou	orti	orti						
Years	nt	nt	Ne	Ne						
	on	on	zati	zati						
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Customer relationships	(7.42641)	(3.75247)	(13.06358)	\$6, \$9)	\$7, \$3	\$5)	\$8	13.6	\$97.3	\$ (52.2)	45.1	\$73.6	\$ (47.9)	\$25.7	
Developed technology / products	(4.31431)	(9.486)	(13.267)	8)	2	8	3)	5	9.4	4.8	(3.9)	0.9	4.8	(3.6)	1.2
Non-compete agreements	(0.000)	(3.921)	(13.267)	6)	1	6	5)	1	4.8	0.1	(0.1)	—	0.2	(0.1)	0.1
Trademarks	(4.22422)	(7.333)	(13.267)	7)	3	3	0	2	13.6	55.3	(27.6)	27.7	47.6	(23.7)	23.9
Total definable intangible assets	(1.21121)	(2.75516)	(6.55082)	\$2, \$3)	\$9, \$8	\$6)	\$2	\$157.5	\$ (83.8)	\$73.7	\$126.2	\$ (75.3)	\$50.9		

Amortization expense related to intangible assets reported in warehousing, delivery, selling, general, and administrative expense in our Consolidated Statements of Operations for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021 was \$7.2 8.5 million, \$6.7 7.2 million, and \$7.4 6.7 million, respectively. Refer to Note 2: Acquisitions for further information on intangible balances added related to the 2023 acquisitions.

Estimated amortization expense related to intangible assets at December 31, 2023, for each of the years in the five year period ending December 31, 2027 December 31, 2028 and thereafter is as follows:

	Estimated Amortization Expense
	(In millions)
For the year ended December 31, 2023	7.3
For the year ended December 31, 2024	7.19.5
For the year ended December 31, 2025	6.99.2
For the year ended December 31, 2026	6.89.2
For the year ended December 31, 2027	6.28.5
For the year ended December 31, 2028	6.7
For the years ended thereafter	16.630.6

#### Note 8: Goodwill

Goodwill represents the excess of cost over the fair value of net assets acquired. The following is a summary of changes in the carrying amount of goodwill for the years ended December 31, 2022 December 31, 2023 and 2021:2022:

	Cost	Accumulated Impairment	Carrying Amount	Cost	Accumulated Impairment	Carrying Amount
	(In millions)	(In millions)	(In millions)	(In millions)	(In millions)	(In millions)
Balance at January 1, 2021	\$ 128.6	\$ (8.3)	\$ 120.3			
Acquisitions	3.8	—	3.8			
Balance at December 31, 2021	<u>\$ 132.4</u>	<u>\$ (8.3)</u>	<u>\$ 124.1</u>			
Balance at January 1, 2022				\$ 132.4	\$ (8.3)	\$ 124.1
Acquisitions	5.1	—	5.1	5.1	—	5.1
Balance at December 31, 2022	<u>\$ 137.5</u>	<u>\$ (8.3)</u>	<u>\$ 129.2</u>	<u>\$ 137.5</u>	<u>\$ (8.3)</u>	<u>\$ 129.2</u>
Acquisitions				28.6	—	28.6
Balance at December 31, 2023				<u>\$ 166.1</u>	<u>\$ (8.3)</u>	<u>\$ 157.8</u>

In 2022, 2023, the Company recognized \$4.7 26.3 million of goodwill within the U.S. reporting unit related to the 2023 Acquisitions, see Note 2: Acquisitions for further information. The Company also recognized \$2.3 million related to purchase accounting adjustments on certain 2022 Acquisitions. There was no additional goodwill recognized in 2023 related to the Canada Reporting unit and unit. Of the \$0.4 28.6 million of goodwill within the Canada Reporting unit. All of the goodwill recognized in 2023, \$12.5 million is not deductible for income tax purposes with and the exception of goodwill

related to the Howard acquisition amounting to remaining \$0.216.1 million. See Note 2: Acquisitions million is fully deductible for further information. income tax purposes.

Pursuant to ASC 350, "Intangibles – Goodwill and Other," we review the recoverability of goodwill annually as of October 1 or whenever significant events or changes occur which might impair the recovery of recorded amounts. Based on our October 1, annual goodwill impairment test, we determined there was no goodwill impairment in 2022, 2023.

#### Note 9: Restructuring and Other Charges

The following summarizes restructuring accrual activity for the years ended December 31, 2022, 2021, and 2020:

	Employee		Tenancy		Total	
	Related		and Other		Restructuring	
	Costs	Costs	Costs	Costs		
(In millions)						
Balance at January 1, 2020	\$ 1.0		\$ 0.9		\$ 1.9	
Restructuring charges		2.2		—		2.2
Cash payments		(2.7)		(0.3)		(3.0)
Addition to reserve	—		0.1			0.1
Balance at December 31, 2020	\$ 0.5		\$ 0.7		\$ 1.2	
Cash payments		(0.5)		—		(0.5)
Balance at December 31, 2021	\$ —		\$ 0.7		\$ 0.7	
Cash payments		—		(0.1)		(0.1)
Balance at December 31, 2022	\$ —		\$ 0.6		\$ 0.6	

#### **2022**

During 2022, the Company paid \$0.1 million of tenancy-related costs for a facility closed in 2015. The remaining reserve balance of \$0.6 million is expected to be paid through 2025.

#### **2021**

During 2021, the Company paid the remaining \$0.5 million of employee-related costs related to prior year staff reductions.

## 2020

In 2020, the Company recorded a \$2.2 million charge for employee-related costs primarily for severance costs for corporate staff reductions. The Company paid \$1.9 million of the employee costs related to these actions. In addition, the Company paid \$0.8 million related to 2019 staff reductions.

During 2020, the Company also paid \$0.3 million for costs related to facilities closed in prior years and recorded an addition of \$0.1 million to the reserve for tenancy-related costs, which was charged to warehousing, delivery, selling, general, and administrative expense in the Consolidated Statements of Operations.

### Note 10: 9: Debt

Long-term debt consisted of the following at December 31, 2022 December 31, 2023 and 2021:2022:

	At December 31,	
	2022	2021
	(In millions)	
Ryerson Credit Facility	\$ 365.0	\$ 316.0
8.50% Senior Secured Notes due 2028	—	300.0
Foreign debt	4.0	27.0
Other debt	4.0	6.0
Unamortized debt issuance costs and discounts	(6.0)	(9.7)
<b>Total debt</b>	<b>367.0</b>	<b>639.3</b>
Less:		
Short-term foreign debt	4.0	27.0
Other short-term debt	1.8	1.8
<b>Total long-term debt</b>	<b>\$ 361.2</b>	<b>\$ 610.5</b>

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	At December 31,	
	2023	2022
	(In millions)	
Ryerson Credit Facility	\$ 433.0	\$ 365.0
Foreign debt	6.0	4.0
Other debt	2.2	4.0
Unamortized debt issuance costs and discounts	(4.7)	(6.0)
<b>Total debt</b>	<b>436.5</b>	<b>367.0</b>

Less:

Short-term foreign debt	6.0	4.0
Other short-term debt	2.2	1.8
Total long-term debt	\$ 428.3	\$ 361.2

The principal payments required to be made on debt during the next five fiscal years are shown below:

	Amount (in millions)	Amount (in millions)
For the year ended December 31, 2023	\$ 5.8	
For the year ended December 31, 2024	2.2	\$ 8.2
For the year ended December 31, 2025	—	—
For the year ended December 31, 2026	—	—
For the year ended December 31, 2027	365.0	433.0
For the year ended December 31, 2028		—
For the years ended thereafter	—	—

### Ryerson Credit Facility

On June 29, 2022, Ryerson entered into a fifth amendment of its revolving credit facility to among other things, increase the facility size from \$1.0 billion to \$1.3 billion and to extend the maturity date from November 5, 2025 to June 29, 2027 (as amended, the "Ryerson Credit Facility" or "Credit Facility"). This fifth amendment maintains the ability to convert up to \$100 million of commitments under the Ryerson Credit Facility into a "first-in, last-out" sub-facility (the "FILO Facility"). Subject to certain limitations, such conversion can be made from time to time (but no more than twice in the aggregate) prior to the date that is two years after June 29, 2022.

At December 31, 2022 December 31, 2023, Ryerson had \$433.0 million of outstanding borrowings, \$10 million of letters of credit issued, and \$560 million available under the Ryerson Credit Facility compared to \$365.0 million of outstanding borrowings, \$16 million of letters of credit issued, and \$826 million available under the Ryerson Credit Facility compared to \$316.0 million of outstanding borrowings, \$14 million of letters of credit issued, and \$670 million available at December 31, 2021 December 31, 2022. Total credit availability is limited by the amount of eligible accounts receivable, inventory, and qualified cash pledged as collateral under the agreement insofar as Ryerson is subject to a borrowing base comprised of the aggregate of these three amounts, less applicable reserves. Eligible accounts receivable, at any date of determination, is comprised of the aggregate value of all accounts directly created by a borrower in the ordinary course of business arising out of the sale of goods or the rendering of services, each of which has been invoiced, with such receivables adjusted to exclude various ineligible accounts, including, among other things, those to which a borrower (or guarantor, as applicable) does not have sole and absolute title and accounts arising out of a sale to an employee, officer, director, or affiliate of a borrower (or guarantor, as applicable). Eligible inventory, at any date of determination, is comprised

of the net orderly liquidation value of all inventory owned by a borrower. Qualified cash consists of cash in an eligible deposit account that is subject to customary restrictions and liens in favor of the lenders.

Amounts outstanding under the Ryerson Credit Facility bear interest at (i) a rate determined by reference to (A) the base rate (the highest of the Federal Funds Rate plus 0.50%, Bank of America's prime rate, and the Term Secured Overnight Financing Rate ("SOFR") plus 1.00%) or (B) a Term SOFR rate or (ii) for Ryerson Holding's Canadian subsidiary that is a borrower, (A) the prime rate or base rate (the highest of the Federal Funds Rate plus 0.50%, Bank of America-Canada Branch's commercial loan rate, and the Term SOFR rate plus 1.00%), (B) a Term SOFR rate (for loans denominated in Dollars), or (C) the Canadian Dollar Offered Rate ("CDOR") (for loans denominated in Canadian Dollars). The spread over the base rate is between 0.25% and 0.50% and the spread over the SOFR and CDOR rates is between 1.25% and 1.50%, depending on the amount available to be borrowed under the Ryerson Credit Facility; provided that such spreads shall be reduced by 0.125% if the leverage ratio set forth in the most recently delivered

compliance certificate is less than or equal to 3.50 to 1.00. The spread with respect to the FILO Facility, if any, will be determined at the time the commitments under the Ryerson Credit Facility are converted into such FILO Facility. Ryerson also pays commitment fees on amounts not borrowed at a rate of 0.20%. Overdue amounts and all amounts owed during the existence of a default bear interest at 2.00% above the rate otherwise applicable thereto. Loans advanced under the FILO Facility may only be prepaid if all then outstanding revolving loans are repaid in full.

At times, we may attempt to minimize interest rate risk exposure through the utilization of interest rate swaps, which are derivative financial instruments. In June 2019, we entered into an interest rate swap to fix interest on \$60 million of our floating rate debt under the Ryerson Credit Facility at a LIBOR rate of 1.729% through June 2022. In November 2019, we entered into second interest rate swap to fix interest on \$100 million of our floating rate debt under the Ryerson Credit Facility at a LIBOR rate of 1.539% through November 2022. In August 2022, the second interest swap was terminated and as such, we had no interest rate swap instruments outstanding as of December 31, 2022. The weighted average interest rate on the outstanding borrowings under the Ryerson Credit Facility including any interest rate swaps was 6.6% and 5.6% at December 31, 2023 and 2.5% at December 31, 2022 and December 31, 2021, respectively.

Borrowings under the Ryerson Credit Facility are secured by first-priority liens on all of the inventory, accounts receivables, lockbox accounts, and related assets of the borrowers and the guarantors.

The Ryerson Credit Facility also contains covenants that, among other things, restrict Ryerson Holding and its restricted subsidiaries with respect to the incurrence of debt, the creation of liens, transactions with affiliates, mergers and consolidations, sales of assets, and acquisitions. The Ryerson Credit Facility also requires that, if availability under the Ryerson Credit Facility declines to a certain level, Ryerson maintain a minimum fixed charge coverage ratio as of the end of each fiscal quarter.

The Ryerson Credit Facility contains events of default with respect to, among other things, default in the payment of principal when due or the payment of interest, fees, and other amounts due thereunder after a specified grace period, material misrepresentations, failure to perform certain specified covenants, certain bankruptcy events, the invalidity of certain security agreements or guarantees, material judgments, the occurrence of a change of control of Ryerson, and a cross-default to other financing arrangements. If such an event of default occurs, the lenders under the Ryerson Credit Facility will be entitled to various remedies, including acceleration of amounts outstanding under the Ryerson Credit Facility and all other actions permitted to be taken by secured creditors.

The lenders under the Ryerson Credit Facility could reject a borrowing request if any event, circumstance, or development has occurred that has had or could reasonably be expected to have a material adverse effect on the Company. If Ryerson Holding, JT Ryerson, any of the other borrowers, or any restricted subsidiaries of JT Ryerson becomes insolvent or commences bankruptcy proceedings, all amounts borrowed under the Ryerson Credit Facility will become immediately due and payable.

Net ~~repayments~~ proceeds of short-term borrowings that are reflected in the Consolidated Statements of Cash Flows represent borrowings under the Ryerson Credit Facility with original maturities less than three months.

## 2022 and 2028 Notes

On July 22, 2020, JT Ryerson issued \$500 million in aggregate principal amount of its 2028 Senior Secured Notes. The ~~net proceeds from the issuance of the 2028 Notes, along with available cash, were used to (i) redeem all of the 11.0% Senior Secured Notes due 2022 ("2022 Notes") and (ii) pay related transaction fees, expenses, and premiums. The Company completed a series \$200 million worth of repurchases~~ repurchased and redemptions between the fourth quarter of 2020 prior to 2022 and the third quarter of remaining \$300 million was repurchased and redeemed in 2022, as discussed below, in which the entire principal balance of the 2028 Notes was repaid, bringing the balance to zero as of December 31, 2022.

The Company applied the provisions of ASC 470-50, "Modifications and Extinguishments" in accounting for the issuance of the 2028 Notes and redemption of the 2022 Notes. It was determined that while the issuance was private, the terms of the issuance were similar to a public debt issuance due to the facts that (i) no single investor or small group of investors held a significant concentration of both the old and the new debt, (ii) none of the old investors were included in negotiations with the underwriter in setting the terms of the debt issuance, and (iii) the old investors had the opportunity to participate in the new issuance in the same manner as new investors. As the issuance was similar to a public debt issuance, extinguishment accounting was applied. The Company recorded a \$17.1 million loss within other income and

(expense), net on the Consolidated Statement of Operations during the third quarter of 2020, which consisted of the redemption fees paid to the creditors and unamortized debt issuance costs written off related to the 2022 Notes. Additionally, the costs incurred with third parties for arrangement fees, legal, and other services related to the 2028 Notes were capitalized and were amortized over the life of the new debt using the effective interest method.

During the fourth quarter of 2020, JT Ryerson completed a partial redemption of \$50 million of aggregate principal amount of the 2028 Notes at a redemption price in cash of 103.000% of the principal amount of the notes redeemed, plus accrued and unpaid interest to, but not including, the redemption date. JT Ryerson funded this redemption with cash available on hand. On July 9, 2021, JT Ryerson completed a partial redemption of \$100 million of aggregate principal amount of the 2028 Notes at a redemption price in cash of 104.000% of the principal amount of the notes redeemed, plus accrued and unpaid interest to, but not including, the redemption date. JT Ryerson funded the partial redemption using the proceeds of a sale leaseback transaction that closed on June 9, 2021. See Note 6: Leases for further discussion of the sale leaseback transaction. Further, on July 23, 2021, JT Ryerson completed a partial redemption of \$50 million aggregate principal amount of the 2028 Notes at a redemption price in cash of 103.000% of the principal amount of the notes redeemed, plus accrued and unpaid interest to, but not including, the redemption date. JT Ryerson funded this redemption with cash available on hand. As The total 2021 redemptions resulted in the recognition of a result, \$300.5.5 million in aggregate principal amount loss within the Consolidated Statement of the 2028 Notes remained outstanding at December 31, 2021. Operations.

During 2022, the first six months of 2022, a company repurchased, redeemed, and retired the remaining 2028 Notes principal amount of \$250.0 300.0 million of million. The total paid to repurchase the 2028 Notes were repurchased for during 2022 was \$267.7 319.2 million and retired. million. The second quarter 2022 repurchases included a completed tender offer in which \$132.2 million of the 2028 Notes were tendered for \$140.8 million. Including \$2.1 million of debt issuance costs written off as part of the transaction, the total loss related to the tender offer was \$10.7 million. In the third quarter of 2022, the Company redeemed the final \$50.0 million in aggregate principal amount of the 2028 Notes for \$51.5 million, which was at a redemption price of 103.000% of the principal amount, resulting in the recognition of a \$1.5 million loss. The total 2022 repurchases resulted in the recognition of a \$21.3 million loss within other income and (expense) on the Consolidated Statements Statement of Operations. Additional debt issuance costs of \$2.6 million related to non-tender repurchases were written off and recognized within interest and other expense on debt in the Consolidated Statement of Operations for the year ended December 31, 2022. As a result of these redemptions, there are no 2028 Notes outstanding as of December 31, 2022. While outstanding, the 2028 Notes bore interest at a rate of 8.50% per annum.

Upon issuance, the Company evaluated the redemption options within the 2028 Notes for embedded derivatives and determined that one redemption option required bifurcation as it is not clearly and closely related to the debt agreement. The Company determined the fair value of the embedded derivative as of December 31, 2021, was \$0.2 million which was recorded within other current assets in the Consolidated Balance Sheet. The 2028 Notes are no longer outstanding,

therefore, as of December 31, 2022, the fair value of the embedded derivative is zero with the change of \$0.2 million recognized within other income and (expense), net on the Consolidated Statement of Operations. Refer to Note 15: Derivatives and Fair Value Measurements for further discussion of the embedded derivative expense.

## Foreign Debt

At December 31, 2023, Ryerson China's total foreign borrowings were \$5.4 million, which were owed to banks in Asia at a weighted average interest rate of 3.4% per annum and secured by inventory and property, plant, and equipment. Ryerson China had

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additional \$0.6 million debt related to letter of credit drawdowns that incur service charges (an initiation fee ranging between 0.15% and 0.30% and a redemption fee ranging from zero and 0.13% per month), rather than interest. These balances are not secured with any of Ryerson China's assets. At December 31, 2022, Ryerson China's total foreign borrowings were \$4.0 million, which were owed to banks in Asia at a weighted average interest rate of 3.6% per annum and secured by inventory and property, plant, and equipment. At December 31, 2021, Ryerson China's total foreign borrowings were \$27.0 million, which were owed to banks in Asia at a weighted average interest rate of 3.6% per annum and secured by inventory and property, plant, and equipment.

Availability under Ryerson China's credit facility was \$44.42 million and \$20.44 million at December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Letters of credit issued by our foreign subsidiaries totaled \$41 million and \$6.4 million at December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

## Note 11: 10: Employee Benefits

The Company accounts for its pension and postretirement plans in accordance with FASB ASC 715, "Compensation – Retirement Benefits" ("ASC 715"). In addition to requirements for an employer to recognize in its Consolidated Balance Sheet an asset for a plan's overfunded status or a liability for a plan's underfunded status and to recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur, ASC 715 requires an employer to measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year.

Prior to January 1, 1998, the Company's non-contributory defined benefit pension plan ("Ryerson Pension Plan" or "RPP") covered certain employees, retirees, and their beneficiaries. Benefits provided to participants of the plan were

based on pay and years of service for salaried employees and years of service and a fixed rate or a rate determined by job grade for all wage employees, including employees under collective bargaining agreements.

Effective January 1, 1998, the Company froze the benefits accrued under its defined benefit pension plan for certain salaried employees and instituted a defined contribution plan. Effective March 31, 2000, benefits for certain salaried employees of J. M. Tull Metals Company and AFCO Metals, subsidiaries that were merged into JT Ryerson, were similarly frozen, with the employees becoming participants in the Company's defined contribution plan. Employees who vested in their benefits accrued under the defined benefit plan at December 31, 1997 and March 31, 2000, are entitled to those benefits upon retirement.

The Company offers a defined contribution plan to eligible employees. For the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, expense recognized for the defined contribution plans was \$10.5 million, \$9.4 million, and \$8.9 million, and \$4.3 million, respectively. The company match on defined contribution plans was suspended for a portion of 2020 as part of the Company's pandemic response, resulting in decreased expense in 2020.

Effective September 28, 2020, the Ryerson Pension Plan purchased \$95.2 million of annuities on behalf of a portion of plan participants which resulted in settlement accounting. The pension plan was remeasured as of September 30, 2020. The remeasurement resulted in a settlement loss of \$52.5 million. At the time of remeasurement, the discount rate decreased from 3.15% to 2.59% and the expected long-term rate of return on pension assets decreased from 5.75% to 5.25%.

Effective December 1, 2020, Ryerson offered a lump sum payout to terminated vested participants of the Ryerson Pension Plan. Lump sums of \$19.7 million were paid out to plan participants that elected the lump sum option in early December 2020 and the pension plan was remeasured as of November 30, 2020. The remeasurement resulted in a settlement loss of \$10.5 million. At the time of remeasurement, the discount rate decreased from 2.59% to 2.42% and the expected long-term rate of return on pension assets decreased from 5.25% to 5.15%.

Effective September 24, 2021, the Ryerson Pension Plan purchased \$206.6 million of annuities on behalf of a portion of plan participants which, due to the size of the transaction, resulted in settlement accounting. The pension plan was remeasured as of September 30, 2021. The remeasurement resulted in a settlement loss of \$98.3 million. As a result of the remeasurement, the discount rate increased from 2.42% to 2.80% and the expected long-term rate of return on pension assets decreased from 5.05% to 4.35%.

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Central Steel and Wire Company ("CSW"), a subsidiary of JT Ryerson, also has a non-contributory defined benefit pension plan ("Central Steel and Wire Retirement Plan" or "CSWPP"), which covers certain employees, retirees, and their beneficiaries. CSWPP paid \$2.6 million in lump sums and annuity purchases during 2023, \$2.6 million in 2022, and \$7.5 million in 2021, and \$14.3 million in 2020. Because the payout was less than the fiscal year service cost plus interest, in 2022, settlement accounting was not reflected for the years ended 2022, 2022 or 2023. Conversely, because the

payouts were more than the fiscal year service cost plus interest in 2021, and 2020, settlement accounting was reflected at each year end resulting in a settlement loss of \$0.4 million and \$2.9 million in 2021 and 2020, respectively. The payouts in 2023, 2022, 2021, and 2020 are based on normal, recurring activity for the CSWPP therefore, they have been reflected within the benefits paid lines of the pension obligation and pension asset rollforward table below.

Due to the in progress closure of CSW's headquarters in Chicago, IL and move to University Park, IL, a significant reduction in the future service years of employees is expected due to headcount reductions between the fourth quarter of 2023 and first quarter of 2024, triggering curtailment accounting. Since the curtailment accounting is resulting in a net gain, the gain is required to be reflected in the periods as they are realized, resulting in a curtailment gain of \$0.5 million recognized in the fourth quarter of 2023 for those terminated during that period. An additional curtailment gain is expected in the first quarter of 2024 as the remaining headcount reductions occur. See Note 20: Subsequent Events for details of pension related activity occurring after December 31, 2023.

The Company's U.S. other postretirement benefit plans include the Ryerson Postretirement Welfare Plans ("Ryerson OPEB") and Central Steel and Wire Postretirement Medical Plan ("CSW OPEB").

Related to the CSW move to University Park discussed above, curtailment accounting has also been applied for the CSW OPEB plan. The curtailment gain recognized in the fourth quarter of 2023 is \$0.3 million, with an additional gain expected to be recognized in the first quarter of 2024.

The Company has other deferred employee benefit plans, including supplemental pension plans, the liability for which totaled \$11.4 million and \$14.3 million at December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

#### *Summary of Assumptions and Activity*

The tables included below provide reconciliations of benefit obligations and fair value of plan assets of the Company plans as well as the funded status and components of net periodic benefit costs for each period related to each plan. The Company uses a December 31 measurement date to determine the pension and other postretirement benefit information. The Company had an additional measurement date of September 30, 2021, November 30, 2020, and September 30, 2020 due to the annuitization and lump sum transactions transaction described above. The expected rate of return on plan assets is determined based on the market-related value of the assets, recognizing any gains or losses over a four year period.

The assumptions used to determine benefit obligations at the end of the periods and net periodic benefit costs for the **Pension Benefits** pension benefits for U.S. plans were as follows:

	Janu						Janu			
	Year	Year	ary 1	Year	Octo	ary 1	Year Ended	Year Ended	Year Ended	January 1 to
	End	End	to	End	ber 1	to	December 31,	December 31,	December 31,	September
	ed	ed	Sept	ed	to	Sept				
	Dece	Dece	emb	Dece	Nove	emb	2023	2022	2021	30, 2021
Ryerson	mbe	mbe	er	mbe	mber	er	Year Ended	Year Ended	Year Ended	January 1 to
Pension	r 31,	r 31,	30,	r 31,	30,	30,	December 31,	December 31,	December 31,	September
Plan	2022	2021	2021	2020	2020	2020	2023	2022	2021	30, 2021
Discount rate for calculating obligations	5.2	2.8	2.8	2.4	2.4	2.5	5.05 %	5.28 %	2.84 %	2.80 %
Discount rate for calculating service cost	2.9	2.9	2.6	2.5	2.7	3.3	5.30	2.97	2.95	2.61
Discount rate for calculating interest cost	2.2	2.0	1.7	1.7	1.8	2.7	5.20	2.28	2.08	1.72
Expected rate of return on plan assets	4.8	4.3	5.0	5.1	5.2	5.7	6.05	4.85	4.35	5.05

Rate of compensation increase – benefit obligations	3.0	3.0	3.0	3.0	3.0	3.0	3.00	3.00	3.00	3.00
Rate of compensation increase – net periodic benefit cost	0	0	0	0	0	0	3.00	3.00	3.00	3.00
Central Steel and Wire Retirement Plan	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2023	Year Ended December 31, 2022	Year Ended December 31, 2021				
Discount rate for calculating obligations	5.45 %	3.27 %	3.09 %	5.24 %	5.45 %	3.27 %				
Discount rate for calculating service cost	3.33	3.20	3.63	5.48	3.33	3.20				
Discount rate for calculating interest cost	3.10	2.76	3.33	5.40	3.10	2.76				
Expected rate of return on plan assets	1.80	2.05	3.20	3.80	1.80	2.05				
Rate of compensation increase – benefit obligations	3.00	3.00	3.00	3.00	3.00	3.00				
Rate of compensation increase – net periodic benefit cost	3.00	3.00	3.00	3.00	3.00	3.00				

The expected rate of return on plan assets is **6.05** **5.95%** for RPP and **3.80** **3.85%** for CSWPP for **2023.2024**.

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The assumptions used to determine benefit obligations at the end of the periods and net periodic benefit costs for the Other Postretirement Benefits, primarily health care, for U.S. plans were as follows:

Ryerson Postretirement Welfare Plans	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
	December	December	December	December 31,	December 31,	December 31,
	31, 2022	31, 2021	31, 2020	2023	2022	2021
Discount rate for calculating obligations	5.29 %	2.84 %	2.45 %	5.06 %	5.29 %	2.84 %
Discount rate for calculating service cost	3.08	2.80	3.37	5.34	3.08	2.80
Discount rate for calculating interest cost	2.22	1.68	2.66	5.21	2.22	1.68
Rate of compensation increase – benefit obligations	3.00	3.00	3.00	3.00	3.00	3.00
Rate of compensation increase – net periodic benefit cost	3.00	3.00	3.00	3.00	3.00	3.00
Central Steel and Wire Postretirement Medical Plan	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
	December	December	December	December 31,	December 31,	December 31,
	31, 2022	31, 2021	31, 2020	2023	2022	2021
Discount rate for calculating obligations	5.26 %	2.79 %	2.37 %	5.05 %	5.26 %	2.79 %
Discount rate for calculating service cost	3.00	2.68	3.30	5.31	3.00	2.68
Discount rate for calculating interest cost	2.16	1.67	2.63	5.21	2.16	1.67

The assumptions used to determine benefit obligations at the end of the periods and net periodic benefit costs for the Pension Benefits for Canadian plans were as follows:

	Year Ended December 31,						Year Ended December 31,					
	2022		2021		2020		2023		2022		2021	
	Sa	Ba	Sa	Ba	Sa	Ba	Salaried	Bargaining	Salaried	Bargaining	Salaried	Bargaining
	lar	rg	lar	rga	lar	rga						
	ie	ain	ie	ini	ie	ini						
	d	ing	d	ng	d	ng						
Discount rate for calculating obligation	5	5	2	2	2	2	4.64%	4.64%	5.17%	5.17%	2.85%	2.85%
Discount rate for calculating net periodic benefit cost	2	2	2	2	3	3						
Expected rate of return on plan assets	8	8	3	3	0	0	5.17	5.17	2.85	2.85	2.32	2.34
Rate of compensation increase	5	5	2	4	0	1	6.00	4.25	4.25	2.25	4.25	1.75
	4	2	4	1	4	3						
	.	.	.	.	.	.						
	2	2	2	7	7	0						
	5	5	5	5	5	0						
	3	3	3	3	3	3						
	.	.	.	.	.	.						
	0	0	0	0	0	0	3.00	N/A	3.00	3.00	3.00	3.00
	0	0	0	0	0	0						

The expected rate of return on Canadian plan assets for 2023 2024 is 6.00 5.25% for the Ryerson Salaried Plan (approximately 80% of total Canadian plan assets) and 4.25 4.00% for the Ryerson Bargaining Unit Plan (approximately 20% of total Canadian plan assets).

The assumptions used to determine benefit obligations at the end of the periods and net periodic benefit costs for the Other Postretirement Benefits, primarily healthcare, for Canadian plans were as follows:

	Year Ended December 31,			Year Ended December 31,		
	31,					
	2022	2021	2020	2023	2022	2021
Discount rate for calculating obligations	5.1	2.7	2.1	4.63 %	5.16 %	2.75 %
Discount rate for calculating net periodic benefit cost	2.7	2.1	2.9	5.16	2.75	2.19
Rate of compensation increase	3.0	3.0	3.0	3.00	3.00	3.00
	0	0	0			

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Change in Benefit Obligation	Year Ended December 31,				Year Ended December 31,			
	Pension		Other		Pension Benefits		Other Benefits	
	Benefits	Benefits	Benefits	Benefits	2023	2022	2023	2022
	2022	2021	2022	2021				
	(In millions)				(In millions)			
Benefit obligation at beginning of year	42	67	59	68	\$ 9.6	\$ 4.7	\$ .3	\$ .3
Service cost			0.	0.	2.8	3.5	4	5
Interest cost			11.	1.	11.	1.	1.	1.
Actuarial gain	9.8	1	3	1	(88 .4)	(10 .0)	(8 .6)	(7 .0)
Actuarial (gain) loss			(1	(1				
Effect of changes in exchange rates	(2.4)	0.2	6)	1	6.1	(88.4)	(2.7)	(18.6)

Company restructuring	0.2	—	—	—				
Annuities purchased and lump sums paid	—	3.6)	—	—				
Contractual and company restructuring					0.1	0.2	—	—
Curtailment gain					(0.5)	—	(0.3)	—
Benefits paid (net of participant contributions and subsidies)	(25 .3)	(46 .3)	(3. 4)	(3. 7)	(26.5)	(25.3)	(2.0)	(3.4)
Medicare Part D retiree drug subsidy					—	—	0.1	—
Benefit obligation at end of year	32	42	38	59				
	\$ 6.3	\$ 9.6	\$ .4	\$ .3	\$ 324.2	\$ 326.3	\$ 35.7	\$ 38.4
Accumulated benefit obligation at end of year	32	42						
	\$ 0.6	\$ 1.2	N/A	N/A	\$ 318.6	\$ 320.6	N/A	N/A
<b>Change in Plan Assets</b>								
Plan assets at fair value at beginning of year	33	52						
	\$ 3.8	\$ 0.3	\$ —	\$ —	\$ 253.3	\$ 333.8	\$ —	\$ —
Actual return on plan assets	(59 .5)	39. 5	—	—	23.9	(59.5)	—	—
Employer contributions		23. 6.8	3. 7	3. 7	8.8	6.8	2.0	3.4
Effect of changes in exchange rates	(2. 5)	0.2	—	—	0.8	(2.5)	—	—
Annuities purchased and lump sums paid	—	(20 3.6)	—	—				
Benefits paid (net of participant contributions and refunds)	(25 .3)	(46 .3)	(3. 4)	(3. 7)	(26.5)	(25.3)	(2.0)	(3.4)
Plan assets at fair value at end of year	25	33						
	\$ 3.3	\$ 3.8	\$ —	\$ —	\$ 260.3	\$ 253.3	\$ —	\$ —
<b>Reconciliation of Amount Recognized</b>								
Funded status			(3 (73 \$.0)	(5 (95 \$.8)				
			8. \$ 4)	9. \$ 3)				
					\$ (63.9)	\$ (73.0)	\$ (35.7)	\$ (38.4)
<b>Amounts recognized in balance sheet consist of:</b>								

Non-current assets	\$ 1.1	\$ 0.9	\$ —	\$ —	\$ 1.8	\$ 1.1	\$ —	\$ —
Current liabilities			(3.	(5.				
	—	—	8)	1)	—	—	(3.0)	(3.8)
Non-current liabilities			(3	(5				
	(74	(96	4.	4.				
	.1)	.7)	6)	2)	(65.7)	(74.1)	(32.7)	(34.6)
Net benefit liability at the end of the year			(3	(5				
	(73	(95	8.	9.				
	\$ .0)	\$ .8)	\$ 4)	\$ 3)	\$ (63.9)	\$ (73.0)	\$ (35.7)	\$ (38.4)

Canadian benefit obligations represented \$32.8 34.1 million and \$44.5 32.8 million of the Company's total Pension Benefits obligations at December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Canadian plan assets represented \$34.0 35.9 million and \$44.5 34.0 million of the Company's total plan assets at fair value at December 31, 2022 December 31, 2023 and 2021, 2022, respectively. In addition, Canadian benefit obligations represented \$5.7 million and \$13.5 million of the Company's total Other Benefits obligation at December 31, 2022 December 31, 2023 and 2021, respectively.2022.

The pension benefit obligations recorded as of December 31, 2022 December 31, 2023 and 2021 2022 were impacted by changes in assumptions. During the year ended December 31, 2023 the pension benefit obligation increased by \$7.6 million due to a decrease in the discount rate and decreased by \$2.5 million due to updated mortality tables. During the year ended December 31, 2022 the pension benefit obligation decreased by \$89.3 million due to an increase in the discount rate and increased by \$6.3 million due to updated demographic information for the participants in the plan. During the year ended December 31, 2021 the pension benefit obligation decreased by \$18.2 million due to an increase in the discount rate and increased by \$9.8 million due to updated mortality tables.

Amounts recognized in accumulated other comprehensive income (loss) at December 31, 2022 December 31, 2023 and 2021 2022 consist of the following:

Amounts recognized in accumulated other comprehensive income (loss), pre-tax, consist of	At December 31,				At December 31,			
	Pension Benefits		Other Benefits		Pension Benefits		Other Benefits	
	2022	2021	2022	2021	2023	2022	2023	2022
	(In millions)				(In millions)			

Net actuarial loss (gain)	14	17	(5)	(4)	\$ 9.0	\$ 3.0	\$ 4.7)	\$ 2.2)	\$ 143.6	\$ 149.0	\$ (49.2)	\$ (54.7)
Prior service credit	—	—	—	—	—	—	—	—	(0.	—	—	—
Net loss (gain)	14	17	(5)	(4)	\$ 9.0	\$ 3.0	\$ 4.7)	\$ 2.3)	\$ 143.6	\$ 149.0	\$ (49.2)	\$ (54.7)

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Amounts recognized in other comprehensive income (loss) for the years ended December 31, 2022 December 31, 2023 and 2021 consist of the following:

Amounts recognized in other comprehensive income (loss), pre-tax, consist of	Year Ended December 31,				Year Ended December 31,							
	Pension		Other		Pension Benefits		Other Benefits					
	Benefits	Benefits	2022	2021	2023	2022	2023	2022				
			(In millions)				(In millions)					
Net actuarial gain	(15	(28.	(18	(7	\$ .4)	\$ 7)	\$ .4)	\$ .0)	\$ (1.8)	\$ (15.4)	\$ (3.0)	\$ (18.4)
Amortization of net actuarial loss (gain)	(8.	(14.	6.	0)	0)	5.8	0	(4.3)	(8.0)	8.3	5.8	
Amortization of prior service cost	—	—	0.	0.1	5	—	—	—	—	—	0.1	
Settlement charge	—	(98.	—	—	—	—	—	—	—	—	—	
Net gain	(23	(14	(12	(0	\$ .4)	\$ 1.4)	\$ .5)	\$ .5)	—	—	—	—

Curtailment charge	0.5	—	0.3	—
Net gain (loss)	<u>\$ (5.6)</u>	<u>\$ (23.4)</u>	<u>\$ 5.6</u>	<u>\$ (12.5)</u>

For benefit obligation measurement purposes for Ryerson U.S. plans at December 31, 2023, the annual rate of increase in the per capita cost of covered health care benefits for participants under 65 was 7.1 percent, grading down to 4.5 percent in 2032, the level at which it is expected to remain. The rate for participants over 65 was 7.5 percent grading down to 4.5 percent in 2032. For measurement purposes for U.S. plans at December 31, 2022, the annual rate of increase in the per capita cost of covered health care benefits for participants under 65 was 7.3 percent, grading down to 4.5 percent in 2031, the level at which it is expected to remain. The rate for participants over 65 was 7.8 percent grading down to 4.5 percent in 2031. For measurement purposes for U.S. plans at December 31, 2021, the annual rate of increase in the per capita cost of covered health care benefits for participants under 65 was 6.1 percent, grading down to 4.5 percent in 2030, the level at which it is expected to remain. The rate for participants over 65 was 6.3 percent grading down to 4.5 percent in 2030.

For benefit obligation measurement purposes for Canadian plans, at both December 31, 2023 and December 31, 2022, the annual rate of increase in the per capita cost of covered health care benefits ranged from 4.5 to 4.9 percent per annum, grading up to a range of 5.3 to 5.6 percent in 2026, and then down to 4.1 in 2040, the level at which it is expected to remain. For benefit obligation measurement purposes for Canadian plans, at December 31, 2021, the annual rate of increase in the per capita cost of covered health care benefits was 7.0 percent per annum, grading down to 4.5 percent in 2033 2040, the level at which it is expected to remain.

The components of the Company's net periodic benefit cost for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021 are as follows:

Components of net periodic benefit cost	Year Ended December 31,						Year Ended December 31,						
	Pension Benefits			Other Benefits			Pension Benefits			Other Benefits			
	2022		2021	0	2022	2021	2020	2023		2022	2021	2023	
	—	—	—	—	—	—	—	—	—	—	—	—	
Service cost	2.	3.	3.	0.	0.	0.	0.	\$ 8	\$ 5	\$ 4	\$ 4	\$ 5	\$ 6
Interest cost	1.	1.	8.	1.	1.	1.	1.	9.	1.	1.	1.	1.	1.
	8	1	7	3	1	7	7						
								16.2	9.8	11.1	1.9	1.3	1.1

Expected return on assets	(1)	(2)	(3)									
	3.	0.	0.									
	3)	7)	6)	—	—	—	(16.4)	(13.3)	(20.7)	—	—	—
Recognized actuarial loss (gain)		1	1									
	8.	4.	6.	(5	(6	(6						
	0	0	4	.9)	.0)	.9)	4.3	8.0	14.0	(8.3)	(5.9)	(6.0)
Amortization of prior service cost (credit)	—	-	1	.1)	.5)	.2)						
Amortization of prior service credit			0.	(0	(0	(2						
Contractual termination benefits expense							0.1	—	—	—	—	—
Settlement expense		9	6									
	8.	5.										
	—	7	9	—	—	—	—	—	98.7	—	—	—
Curtailment gain							(0.5)	—	—	(0.3)	—	—
Net periodic benefit cost (credit)		1										
	0	7										
	7.	6.	3.	(4	(4	(6						
	\$ 3	\$ 6	\$ 9	\$ .3)	\$ .9)	\$ .8)	\$ 5.4	\$ 7.3	\$ 106.6	\$ (6.5)	\$ (4.3)	\$ (4.9)
	<u>  </u>											

The assumed health care cost trend rate has an effect on the amounts reported for the health care plans. For purposes of determining net periodic benefit cost for U.S plans, the annual rate of increase in the per capita cost of covered health care benefits for pre-65 and post-65 participants was 6.1 7.3 percent and 6.3 7.8 percent, respectively, grading down to 4.5 percent in 2030 2031, the level at which it is expected to remain. For purposes of determining net periodic benefit cost for Canadian plans, the annual rate of increase in the per capita cost of covered health care benefits ranged from 4.5 to 4.9 percent per annum, grading up to a range of 5.3 to 5.6 percent in 2026, and then down to 4.1 percent in 2040, the level at which it is expected to remain.

#### Pension Trust Assets

The expected long-term rate of return on pension trust assets is 3.80 3.85% to 6.05 5.95% based on the historical investment returns of the trust, the forecasted returns of the asset classes, and a survey of comparable pension plan sponsors.

The Company's pension trust asset allocations at December 31, 2022 December 31, 2023 and 2021, 2022, by asset category were as follows:

	Trust Assets at		Trust Assets at	
	December 31,		December 31,	
	2022	2021	2023	2022
Equity securities	30 %	29 %	31 %	30 %
Debt securities	51	51	54	51
Real Estate	12	13	8	12
Other	7	7	7	7
Total	100 %	100 %	100 %	100 %

The investment policies and plan asset target allocations are established by Ryerson's internal management Employee Benefits Committee, as delegated by the Board of Directors, in consultation with investment advisors. The Employee Benefits Committee provides on-going oversight of the plan assets in accordance with the approved policies and asset allocation ranges and has the authority to appoint and dismiss investment managers. The investment policy objectives are to seek a competitive rate of return relative to an appropriate level of risk depending on the funded status of each plan and the timing of expected benefit payments. As plan funded status improves, the asset allocations will move along a predetermined, de-risking glide path that reallocates capital from growth assets to fixed income assets in order to preserve asset gains and reduce funded status volatility. The currently approved asset investment classes are cash, fixed income, domestic equities, international equities, real estate, private equities, and hedge funds of funds.

The approved weighted-average target ranges and allocations as of the December 31, 2022 December 31, 2023 measurement date were as follows:

	Range	Target
Equity securities	0-39% 0-39%	30%
Debt securities	50-100 50-100	57
Real estate	0-11 0-11	9
Other	0-6 0-6	4
Total		100 %

## Fair Value Measurements

To increase consistency and comparability in fair value measurements, FASB ASC 820 "Fair Value Measurement" ("ASC 820") establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

1. Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date.
2. Level 2 – inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.
3. Level 3 – unobservable inputs, such as internally-developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

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The fair value of our pension plan assets at December 31, 2023 by asset category are as follows:

Asset Category	Fair Value Measurements at			
	December 31, 2023			
	Total	Level 1	Level 2	Level 3
(In millions)				
Cash and cash equivalents	\$ 8.4	\$ 8.4	\$ —	\$ —
Equity securities:				
US large cap	26.5	—	26.5	—
US small/mid cap	4.9	—	4.9	—
International companies	19.0	—	19.0	—
Global companies	29.4	—	29.4	—
Fixed income securities:				
Investment grade debt	134.8	—	134.8	—
Non investment grade debt	1.7	—	1.7	—
Real estate	1.1	—	1.1	—
Investments valued at net asset value	34.5	—	—	—
Total	\$ 260.3	\$ 8.4	\$ 217.4	\$ —

The fair value of our pension plan assets at December 31, 2022 by asset category are as follows. See Note 15 for the definitions of Level 1, 2, and 3 fair value measurements follows:

<u>Asset Category</u>	Fair Value Measurements at December 31, 2022				
	Total	Level 1	Level 2	Level 3	
	(In millions)				
Cash and cash equivalents	\$ 6.2	\$ 6.2	\$ —	\$ —	
Equity securities:					
US large cap	24.3	—	24.3	—	
US small/mid cap	4.2	—	4.2	—	
International companies	17.9	—	17.9	—	
Global companies	30.9	—	30.9	—	
Fixed income securities:					
Investment grade debt	129.3	—	129.3	—	
Non investment grade debt	1.2	—	1.2	—	
Real estate	0.6	—	0.6	—	
Investments valued at net asset value	38.7	—	—	—	
Total	\$ 253.3	\$ 6.2	\$ 208.4	\$ —	

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The fair value of our pension plan assets at December 31, 2021 by asset category are as follows:

<u>Asset Category</u>	Fair Value Measurements at December 31, 2021				
	Total	Level 1	Level 2	Level 3	
	(In millions)				
Cash and cash equivalents	\$ 10.3	\$ 10.3	\$ —	\$ —	
Equity securities:					
US large cap	30.8	—	30.8	—	
US small/mid cap	5.2	—	5.2	—	
International companies	22.3	—	22.3	—	
Global companies	39.6	—	39.6	—	
Fixed income securities:					
Investment grade debt	167.3	—	167.3	—	

Non investment grade debt	1.3	—	1.3	—
Real estate	0.7	—	0.7	—
Investments valued at net asset value	56.3	—	—	—
<b>Total</b>	<b>\$ 333.8</b>	<b>\$ 10.3</b>	<b>\$ 267.2</b>	<b>\$ —</b>

The pension assets classified as Level 2 investments in 2022 2023 and 2021 2022 were part of common collective trust investments.

Certain investments that are measured at fair value using the net asset value per share practical expedient have not been classified in the fair value hierarchy in accordance with ASU 2015-07, “*Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*.”

Securities listed on one or more national securities exchanges are valued at their last reported sales price on the date of valuation. If no sale occurred on the valuation date, the security is valued at the mean of the last “bid” and “ask” prices on the valuation date. Corporate and government bonds which are not listed or admitted to trading on any securities exchanges are valued at the average mean of the last bid and ask prices on the valuation date based on quotations supplied by recognized quotation services or by reputable broker dealers. The non-publicly traded securities, other securities, or instruments for which reliable market quotations are not available are valued at each investment manager’s discretion. Valuations will depend on facts and circumstances known as of the valuation date and application of certain valuation methods.

#### *Contributions*

The Company contributed \$6.8 8.8 million, \$23.7 6.8 million, and \$7.1 23.7 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively, to improve the funded status of the plans. The Company anticipates that it will have a minimum required pension contribution funding of approximately \$8.6 11.0 million in 2023.2024.

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#### *Estimated Future Benefit Payments*

Pension Benefits	Other Benefits

	(In millions)		
2023	\$	33	\$ 4
2024		29	4
2025		27	3
2026		27	3
2027		27	3
2028-2032		129	15

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	Pension	Other	
	Benefits		Benefits
	(In millions)		
2024	\$	33	\$ 3
2025		27	3
2026		27	3
2027		27	3
2028		27	3
2029-2033		126	14

### Multiemployer Pension and Other Postretirement Plans

We participate in two multiemployer pension plans covering 2726 employees at 43 locations. Total contributions to the plans were \$0.30.2 million, \$0.40.3 million, and \$0.30.4 million for the years ended 2023, 2022, 2021, and 2020, 2021, respectively. Our contributions represent less than 5% of the total contributions to the plans. The Company maintains positive employee relations at all locations. During 2012, the Company exited and reentered the pension plan at one of the covered locations in an effort to reduce the overall pension liability. The transaction resulted in a withdrawal liability of \$1.0 million, which will be paid over a period of 25 years. The balance of the withdrawal liability was \$0.4 million as of both December 31, 2022 December 31, 2023 and 2021.2022. The Company's participation in these plans is not material to our financial statements.

### Note 12: 11: Stock-Based Compensation

Under the 2014 Omnibus Incentive Plan ("2014 Plan"), as amended, which is the Company's only equity compensation plan, we may grant stock options and other equity-based awards, including RSUs and PSUs, to certain employees. At December 31, 2022 December 31, 2023, an aggregate of 549,318 2,152,464 shares were authorized for future grant. Awards that expire or are forfeited without delivery of shares generally become available for future issuance under the plan. As stock options are exercised, and RSUs and PSUs vest, we issue new shares of Ryerson common stock.

In the third quarter of 2023, we began quarterly share grants that vest immediately to our Board of Directors as part of their compensation, resulting in 900 shares of common stock being issued during the year ended December 31, 2023.

Compensation expense for stock options, RSUs, and PSUs is recognized ratably over the service period of the award and reflects forfeitures as they occur. Compensation expense for RSUs and PSUs is based on the market price of the shares underlying the awards on the grant date, and further for PSUs, reflects the estimated level of performance condition attainment.

Compensation expense and total recognized tax benefit related to stock options, RSUs, and PSUs are as follows:

	Year Ended December 31,			Year Ended December 31,			
	31,			2023		2022	
	2022	2021	2020				2021
(In millions)							
Stock-based compensation expense, pre-tax			1.		\$ 13.8	\$ 9.1	\$ 5.5
Tax benefit recognized in earnings	(2.	(1.	—	(3.1)	(2.4)	(1.3)	
	4)	3)					

On March 31, 2021, the Company granted 125,000 market condition options to certain employees under the 2014 Plan. The options are subject to a graded vesting schedule over a four-year period provided two vesting conditions are both satisfied on each applicable vesting date, with a fifth year catch up provision that allows for vesting if any of the four individual vesting tranche conditions are not met. Once vested, the employee can exercise the option in exchange for one share of the Company's common stock. Options expire 10 years from the grant date, or generally within 90 days of employee termination. Options, whether vested or unvested, do not participate in dividends.

The fair value of options is estimated based on a Monte Carlo simulation. The Monte Carlo simulation considers variables such as volatility, dividend yield, risk-free rate, and the expected exercise multiple in computing the value of the options. No stock options

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were granted in 2022, 2022 or 2023. The fair value of the stock options granted in 2021 is between \$0.92 and \$10.50 per share, differing at each vesting tranche.

The assumptions used in the Monte Carlo simulation were as follows:

	2021
Risk-free rate	1.73 %
Expected volatility	73.9 %
Dividend yield	—
Exercise multiple	2.8x

Stock option activity under the plan is as follows:

	Weighted Average			
	Option Shares (in thousands)	Weighted Average	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
		Exercise Price	(in years)	millions
Outstanding at January 1, 2022	125.0	\$ 16.50		
Exercised	(1.3)	16.50		
Outstanding at December 31, 2022	<u>123.7</u>	<u>\$ 16.50</u>	<u>8.25</u>	<u>\$ 1.7</u>
Vested and Exercisable at December 31, 2022	<u>11.2</u>	<u>\$ 16.50</u>	<u>8.25</u>	<u>\$ 0.2</u>

	Weighted Average			
	Option Shares (in thousands)	Weighted Average	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
		Exercise Price	(in years)	(in millions)
Outstanding at January 1, 2023	123.7	\$ 16.50		
Exercised	(1.2)	16.50		
Terminated	(1.8)	16.50		
Outstanding at December 31, 2023	<u>120.7</u>	<u>\$ 16.50</u>	<u>7.25</u>	<u>\$ 2.2</u>
Vested and Exercisable at December 31, 2023	<u>35.0</u>	<u>\$ 16.50</u>	<u>7.25</u>	<u>\$ 0.6</u>

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The total fair value of stock options vested during 2022 was \$0.1 million. Proceeds from the stock options exercised under the plan in 2022 were \$21,450. The total intrinsic value of all options exercised under the plan in 2022 was \$16,891. No stock options were exercised in 2021. The total intrinsic value of all options outstanding under the plan in 2021 was \$1.2 million.

In 2023, 2022, 2021, and 2020, we granted 199,583 213,775, 168,700 199,853, and 158,525 168,700 RSUs, and 276,850 293,150, 251,150 276,850, and 225,675 251,150 PSUs, respectively, to certain employees. Each RSU and PSU

consists of the right to receive one share of our common stock. RSUs also have dividend equivalent rights equal to the accrued cash dividends where the record date for such dividends is after the grant date but before the shares vest. All rights under RSUs and PSUs are generally forfeited upon employee termination. The Company's RSU awards vest in three separate and equal tranches over a three-year period. PSUs cliff vest on the third anniversary of the grant date, subject to achieving performance conditions. Each tranche vests annually on March 31, following the date of grant. RSUs and PSUs are measured based on the fair value of the underlying stock on the grant date. The statutory tax on the value of common stock shares issued to employees upon vesting is either paid through the sale of registered shares of our common stock or funded with cash.

The fair value of the 2023, 2022, 2021, and 2020 2021 RSUs and PSUs granted was \$35.02 36.38, \$17.04 35.02, and \$5.32 17.04 per share, respectively, determined by the closing price of our common stock on the grant date.

A summary of the status of our unvested RSUs and PSUs as of December 31, 2022 December 31, 2023 and changes during the year then ended is as follows:

Restricted Stock Units	Shares					
	(in thousands)	Weighted Average Grant Date Fair Value Per Unit	Aggregate Fair Value (in millions)	Shares (in thousands)	Weighted Average Grant Date Fair Value Per Unit	Aggregate Fair Value (in millions)
Unvested at January 1, 2022	317	\$ 12.00				
Unvested at January 1, 2023				358	\$ 25.12	
Granted (1)	200	34.57		214		36.19
Vested	(155)	10.56		(173)		20.30
Forfeited	(4)	19.55		(5)		31.80
Unvested at December 31, 2022	<u>358</u>	\$ <u>25.12</u>	<u>\$ 10.9</u>			
Unvested at December 31, 2023				394	\$ 33.15	\$ 13.7

Performance Stock Units				
Unvested at January 1, 2022		684	\$ 10.62	
Unvested at January 1, 2023			740	\$ 20.31
Granted	277	35.02	293	36.38
Vested	(215)	8.56	(217)	5.32
Forfeited	(6)	15.33	(6)	29.64
Unvested at December 31, 2022	<u>740</u>	\$ 20.31	<u>22.4</u>	
Unvested at December 31, 2023		<u>810</u>	\$ 30.06	<u>28.1</u>

(1) The RSU shares granted line includes dividend shares declared after the grant date that will vest with their respective RSU tranche.

The total fair value of RSUs and PSUs vested during 2023, 2022, and 2021 and 2020 was \$14.2 million, \$13.0 million, and \$6.1 million, and \$ respectively.

**1.876**

million, respectively.

As of December 31, 2022 December 31, 2023, unrecognized compensation cost related to unvested RSUs, PSUs, and stock options was \$4.25.3 million, \$5.512.3 million, and \$0.60.2 million, respectively. That cost is expected to be recognized over a weighted-average period of 1.51.4 years for RSUs, 1.9 years for PSUs, and 2.01.3 years for stock options.

In 2023, 2022, 2021, and 2020, we made payments of \$3.2 million, \$2.7 million, zero, and zero, respectively, to tax authorities on our employees' behalf for shares withheld related to net share settlements. Withholding related to this remittance is reflected in the stock-based compensation expense, net caption of our consolidated statements of stockholders' equity.

#### **Note 13: 12: Commitments and Contingencies**

##### ***Purchase Obligations***

To fulfill contractual requirements for certain customers, the Company entered into certain fixed price noncancelable contractual obligations. At December 31, 2022 December 31, 2023, these purchase obligations aggregated to \$18.6 20.4 million due in 2023, 2024.

##### ***Concentrations of Various Risks***

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, derivative instruments, accounts payable, and long-term debt. In the case of cash, accounts receivable, accounts payable, and long-term debt, the carrying amount on the balance sheet approximates the fair value due to the short-term nature of these instruments. The underlying borrowings on the Ryerson Credit Facility are typically for terms of 30 to 60 days. The derivative instruments are marked to market each period, see Note 15: 14: Derivatives and Fair Value Measurements.

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of derivative financial instruments and trade accounts receivable. Our derivative financial instruments are contracts placed with major financial institutions. Credit is generally extended to customers based upon an evaluation of each customer's financial condition, with terms consistent in the industry and no collateral required. Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of customers and their dispersion across geographic areas and industries.

Approximately 8% of our total labor force is covered by collective bargaining agreements. There are collective bargaining agreements that will expire in 2023, 2024, which cover 3% of our total labor force. We believe that our overall relationship with our employees is good.

##### ***Litigation***

In October 2011, the United States Environmental Protection Agency (the "EPA") named JT Ryerson as one of more than 100 businesses that may be a potentially responsible party ("PRP") for the Portland Harbor Superfund Site (the "PHS Site"). On January 6, 2017, In 2017, the EPA issued an initial its Record of Decision ("ROD") regarding for the site. The ROD includes site, which provides for a combination of dredging, capping, and enhanced natural recovery that would take

approximately thirteen years to construct plus additional time for monitored natural recovery, at an estimated present value cost of \$1.05 billion. At A final allocation of costs of remediation among the various PRPs is not anticipated until 2025. All dates included herein are subject to change.

There are sixteen project areas identified within the PHS Site; JT Ryerson's identification as a December 4, 2018 meeting PRP relates to its past operations within two of those project areas: (1) the "Burgard Way" site, which is a subset of the River Mile 3.5 East ("RM3.5E") Project Area and (2) the "Basin Avenue" site, which is a subset of the Swan Island Basin Project Area.

One hundred percent of the PHS Site is currently in the active remedial design phase, with plans being developed by various members of the Portland Harbor Participation and Common Interest Group ("PCI Group"), of which. Neither the EPA nor any other party has asked JT Ryerson is a member, to participate in the EPA indicated that it expected PRPs to submit a plan during 2019 to start remediation of the river and harbor per the ROD within the next two to three years. As set forth more fully below, those dates have been extended until 2024 and 2025.

The EPA met with various PRPs throughout 2019 and 2020 regarding remedial design. The EPA did not include JT Ryerson in those meetings. It did include design phase. Schnitzer Steel which is developing a remedial design plan for the river area which includes the area where the former JT Ryerson facilities were located. Schnitzer Steel's 2020 disclosures filed with the EPA acknowledged that Schnitzer Steel is the legal successor to the prior operators (including JT Ryerson) in the designated RM3.5E area. Schnitzer Steel has also indicated that JT Ryerson was not a significant contributor of any contaminants of concern.

On February 12, 2021, the EPA announced In its advocacy briefing filed in late 2023, Schnitzer proposed that JT Ryerson be allocated one hundred 1.31 percent % of the PHS Site is now in costs related to the active remedial design phase.

In June 2021, the EPA issued a Fact Sheet setting forth the status RM3.5E Project Area; however, none of the entire site. The primary other four parties that filed advocacy briefs for the area of relevance proposed any allocation to JT Ryerson. No party has proposed any allocation to JT Ryerson for the Swan Island Basin Project Area. At present, remedial action for the project areas potentially involving JT Ryerson is River Mile 3.5 East, with Swan Island Basin being of secondary interest. For River Mile 3.5 East, remedial design work is ongoing; the Sufficiency Assessment and the Pre-Design Investigation work plans are finalized, and design investigation sampling is underway. Schnitzer Steel and MMGL Corp. are the working parties for River Mile 3.5 East. For Swan Island, remedial design is just beginning, with Daimler Trucks, Shipyard Commerce, and various government entities as the working parties. JT Ryerson has not been asked anticipated to participate begin in the remedial design phase. 2033 or 2034.

The PCI Group has engaged a third party to prepare cost estimates for each of the Sediment Management Areas at the site. That work is still in progress. In the meantime, the voting parties Allocation Team of the PCI Group (which does not include JT Ryerson) have begun the "advocacy process," during which the voting parties submit written arguments to the Allocation Team regarding how costs should be allocated among the various PRPs.

Once that advocacy process is completed, the Allocation Team will prepare a proposed Joint Preliminary Allocation Report ("JPAR") relating to the allocation of costs among the PRPs. The current timeline projects that the draft JPAR will be issued in June 2024, with a 90-day comment period to conclude in September 2024 and the final JPAR to be issued by the end of 2024. Once the final JPAR is issued, 2024, at which

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point a six-month mediation period will commence. All PRPs, including JT Ryerson, will be expected to participate in this mediation process, during which the PRPs will attempt to agree on a final cost allocation. These dates are subject to change.

The Advocacy Group, a subset representing the interests of the PCI Group, met with the EPA on November 8, 2022, at which time the EPA has set forth its desire for a single overarching Consent Decree/consent decree to be negotiated and signed by all settling parties over the next two to three years. This decree would include implementation of the various proposed remedial design plans. That consent decree would set forth the plan for plans, sequencing, and costs/payment of and payment costs for all work to be done at the site,

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with all settling defendants to agree to and site-wide covenants not to sue. The EPA would like this consent decree to be signed by the summer of 2025.

In the meantime, the EPA is preparing an updated Draft Sequencing Scenario for Current Project Areas to be issued in or around the first quarter of 2023. The EPA has also indicated that it anticipates that Special Notice Letters ("SNL"), which give PRPs information as to why the EPA thinks they are liable as well as clean up clean-up plans, will be issued to PRPs between prior to the end finalization of 2023 and mid-2024. the consent decree; however, there is currently no set timeline for the decree or SNLs.

The EPA has stated that it is willing to consider de minimis settlements, which JT Ryerson is trying to pursue; however, the EPA has not begun meeting with any of the smaller parties who have requested de minimis or de micromis status, stating that it does not have sufficient information to determine whether any parties meet such criteria and does not intend to begin those considerations until after the remedial design work is completed and the SNLs are issued. It has met with selected parties that we believe to be larger targets. JT Ryerson has not been invited to meet with the EPA. As a result of the ongoing negotiations and filings over the ROD and the EPA's decision not to meet with smaller parties, we cannot determine how allocations will be made and whether a de minimis settlement can be reached with the EPA.

As the EPA has not yet allocated responsibility for the contamination among the potentially responsible parties, including JT Ryerson, we do not currently have sufficient information available to us to determine whether the ROD will be executed as currently stated, whether and to what extent JT Ryerson may be held responsible for any of the identified contamination, and how much (if any) of the final plan's costs might ultimately be allocated to JT Ryerson. Therefore, management cannot predict the ultimate outcome of this matter or estimate a range of potential loss at this time.

There are various other claims and pending actions against the Company. The amount of liability, if any, for those claims and actions as of December 31, 2022 December 31, 2023 is not determinable but, in the opinion of management, such liability, if any, will not have a material adverse effect on the Company's financial position, results of operations, or cash flows. We maintain liability insurance coverage to assist in protecting our assets from losses arising from or related to activities associated with business operations.

#### **Note 14: 13: Segment Information**

We have one operating and reportable segment, metals service centers.

The Company derives substantially all of its sales from the distribution of metals. See Note 17: 16: Revenue Recognition for the Company's percentage of sales by major product line.

No customer, including their subcontractors, accounted for more than 68 percent of Company sales for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021. The top ten customers accounted for less than 16 percent of our sales for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021. A significant majority of the Company's sales are attributable to its U.S. operations and a significant majority of its long-lived assets are located in the U.S. The only operations attributed to foreign countries relate to the Company's subsidiaries in Canada, China, and Mexico.

The following tables summarize consolidated financial information of our operations by geographic location based on where sales originated or where the assets are held:

Year Ended December 31,			Year Ended December 31,			
Net	2022	2021	2020	2023	2022	2021
Sales	(Dollars in millions)			(Dollars in millions)		
United States	5,7	5,1	3,0			
	65.	9	23.	9	89.	8
	\$ 0	1%	\$ 7	0%	\$ 7	9%
				\$ 4,642.3	91%	\$ 5,765.0
					91%	\$ 5,123.7
						90%

Foreign countries	55	55	1	37	1						
	8.6	9 %	1.6	0 %	6.9	1 %	466.4	9 %	558.6	9 %	551.6
Total	6,3	1	5,6	1	3,4	1					10 %
	23.	0	75.	0	66.	0					
	\$ 6	0 %	\$ 3	0 %	\$ 6	0 %	\$ 5,108.7	100 %	\$ 6,323.6	100 %	\$ 5,675.3
	<u>      </u>										

Long-Lived Assets	At December 31,						At December 31,											
	2022			2021			2020			2023			2022			2021		
	(Dollars in millions)												(Dollars in millions)					
United States	65		55		48					\$ 890.9		95 %	\$ 657.7		94 %	\$ 557.8		93 %
Foreign countries	7.	9	7.	9	5.	9				\$ 48.1		5 %	\$ 41.2		6 %	\$ 41.6		7 %
Total	69	1	59	1	53	1				\$ 939.0		100 %	\$ 698.9		100 %	\$ 599.4		100 %
	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	
	\$ 9	0 %	\$ 4	0 %	\$ 1	0 %				\$ 939.0		100 %	\$ 698.9		100 %	\$ 599.4		100 %
	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	

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#### Note 15: 14: Derivatives and Fair Value Measurements

##### Derivatives

The Company may use derivatives to partially offset its business exposure to commodity price, foreign currency, and interest rate fluctuations and their related impact on expected future cash flows and certain existing assets and liabilities. However, the Company may choose not to hedge certain exposures for a variety of reasons including, but not limited to, Company policy, accounting considerations, or the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in commodity pricing, foreign currency exchange, or interest rates. Interest rate swaps ~~are~~may be entered into to manage interest rate risk associated with the Company's floating-rate borrowings. We use foreign currency exchange contracts to hedge variability in cash flows in our Canada, Mexico, and China operations when a payment currency is different from our functional currency. From time to time, we may enter into fixed price sales contracts with our customers for certain of our inventory components. We may enter into metal commodity futures and options contracts to reduce volatility in the price of these metals. We may also enter into fixed price natural gas contracts and diesel fuel derivative contracts to manage the price risk of forecasted purchases of natural gas and diesel fuel.

At times we may have receive variable, pay fixed, interest rate swaps to manage the exposure to variable interest rates of the Ryerson Credit Facility. In June 2019, we entered into a forward agreement for \$60 million of "pay fixed" interest at 1.729% through June 2022 and in November 2019, we entered into a forward agreement for \$100 million of "pay fixed" interest at 1.539% through November 2022. In August 2022, we terminated our \$100 million forward agreement, therefore, no interest rate swaps ~~remain~~remained outstanding as of December 31, 2023 or December 31, 2022. Upon entering into ~~the~~these swaps, the interest rate reset dates and critical terms matched the terms of our existing debt and anticipated critical terms of future debt under the Ryerson Credit Facility; however, this was no longer the case once the Ryerson Credit Facility was amended on November 5, 2020. As such, effective November 1, 2020 the Company de-designated its interest rate swaps and terminated its hedge accounting treatment. Prior to de-designation, the Company marked these interest rate swaps to market with changes in fair value being recorded in accumulated other comprehensive income. Subsequent to de-designation, changes in fair value were recorded in current earnings. The unrealized loss as of the de-designation date remained in accumulated other comprehensive income and was amortized into earnings as the forecasted interest payments affected earnings.

~~The Company currently does not account for its commodity contracts and foreign exchange derivative contracts as hedges but rather marks them to market with a corresponding offset to current earnings.~~

~~The Company regularly reviews the creditworthiness of its derivative counterparties and does not expect to incur a significant loss from the failure of any counterparties to perform under any agreements.~~

In the fourth quarter of 2020, in connection with the redemption options under the 2028 Notes, the Company recorded an embedded derivative in other current assets on its Consolidated Balance Sheet, with changes in value recorded within other income and (expense), net within the Consolidated Statements of ~~Operations~~; see Note 10: Debt for further details. ~~Embedded derivatives are separated from Operations. When the host contract 2028 Notes were fully redeemed and carried at fair value when: (a) repurchased in 2022, the embedded derivative possesses economic characteristics that are not clearly and closely related value was adjusted to the economic characteristics of the host contract; (b) the instrument is not~~

measured at fair value under other applicable GAAP standards, and (c) a separate, stand-alone instrument with the same terms would qualify as a derivative instrument. zero.

The Company concluded that currently does not account for its commodity contracts and foreign exchange derivative contracts as hedges but rather marks them to market with a corresponding offset to current earnings.

The Company regularly reviews the embedded creditworthiness of its derivative within the 2028 Notes met these criteria counterparties and as such, must be valued separate and apart does not expect to incur a significant loss from the 2028 Notes at fair value each reporting period.

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failure of any counterparties to perform under any agreements.

The following table summarizes the location and fair value amount of our derivative instruments reported in our Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 2021: 2022. As of December 31, 2023, and 2022, all derivative instruments held by the Company were subject to master netting arrangements with various financial institutions. The Company's accounting policy is to not offset these positions in its Consolidated Balance Sheets. The gross derivative assets and liabilities presented in the Consolidated Balance Sheets offset to a net asset of \$7.9 million as of December 31, 2023, and a net liability of \$3.5 million as of December 31, 2022, when incorporating the effects of master netting arrangements.

	Asset Derivatives						Liability Derivatives							
	Balance Sheet Location	Fair Value				Balance Sheet Location	Fair Value							
		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022				
		(In millions)												
Derivatives not designated as hedging instruments under ASC														
815														
Metal commodity contracts	Prepaid expenses and other current assets	\$ 12.7	\$ 8.5	\$ 4.8	\$ 12.1	Other accrued liabilities								
Diesel fuel commodity contracts	Prepaid expenses and other current assets	—	0.1	—	—	Other accrued liabilities								
<b>Total derivatives</b>		<b>\$ 12.7</b>	<b>\$ 8.6</b>	<b>\$ 4.8</b>	<b>\$ 12.1</b>									

	Asset Derivatives				Liability Derivatives			
	Fair Value				Fair Value			
	Balance Sheet Location		December	December	Balance Sheet	December	December	
	31, 2022	31, 2021	Location	31, 2022	31, 2021			
(In millions)								
<b>Derivatives not designated as hedging instruments under ASC 815</b>								
Metal commodity contracts	Prepaid expenses and other current assets	\$ 8.5	\$ 13.0	Other accrued liabilities	\$ 12.1	\$ 35.1		
Diesel fuel commodity contracts	Prepaid expenses and other current assets	0.1	—	Other accrued liabilities	—	—		
2028 Notes embedded derivative	Prepaid expenses and other current assets	—	0.2	Other accrued liabilities	—	—		
Interest rate swaps	Prepaid expenses and other current assets	—	—	Other accrued liabilities	—	1.4		
<b>Total derivatives</b>		<b>\$ 8.6</b>	<b>\$ 13.2</b>		<b>\$ 12.1</b>	<b>\$ 36.5</b>		

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The following table presents the volume of the Company's activity in derivative instruments as of December 31, 2022 December 31, 2023 and 2021: 2022:

Derivative Instruments	Notional Amount			Notional Amount		
	At December	At December	Unit of Measurem	At December 31, 2023	At December 31, 2022	Unit of Measurement
	31, 2022	31, 2021	ent			
Hot roll coil swap contracts	40,036	176,859	Tons	64,819	40,036	Tons
Aluminum swap contracts	21,116	20,949	Tons	20,319	21,116	Tons

Nickel swap contracts	1,525	857	Tons	1,375	1,525	Tons
Diesel fuel swap contracts	70,000	840,000	Gallons	—	70,000	Gallons
Foreign currency exchange contracts	2.3 million	4.5 million	dollars	1.6 million	2.3 million	U.S. dollars
Interest rate swaps	160 million	n	U.S. dollars	—	—	—

The following table summarizes the location and amount of gains and losses on derivatives not designated as hedging instruments reported in our Consolidated Statements of Operations for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020:2021:

Derivatives not designated as hedging instruments under ASC 815	Location of Gain/(Loss)	Amount of Gain/(Loss) Recognized in Income on Derivatives						Amount of Gain/(Loss) Reclassified from Other Comprehensive Income into Income	
		Year Ended December 31,			Year Ended December 31,				
		2022	2021	2020	2022	2021	2020		
(In millions)									
Metal commodity contracts	Cost of materials sold	\$ (6.5)	\$ (47.3)	\$ 5.3	\$ —	\$ —	\$ —	\$ —	\$ —
Diesel fuel commodity contracts	Warehousing, delivery, selling, general, and administrative	1.2	—	—	—	—	—	—	—
2028 Notes embedded derivative	Other income and (expense), net	(0.2)	(2.1)	2.3	—	—	—	—	—
Foreign exchange contracts	Other income and (expense), net	—	0.2	(0.2)	—	—	—	—	—
Interest rate swaps (subsequent to designation)	Interest and other expense on debt	0.8	0.1	0.3	(1.9)	\$ (2.1)	\$ (0.2)	—	—
<b>Total</b>		<b>\$ (4.7)</b>	<b>\$ (49.1)</b>	<b>\$ 7.7</b>	<b>\$ (1.9)</b>	<b>\$ (2.1)</b>	<b>\$ (0.2)</b>		

The following table summarizes the location and amount of gains and losses on derivatives designated as hedging instruments reported in our Consolidated Statements of Operations for the years ended December 31, 2022, 2021, and 2020:

Derivatives designated as hedging instruments under ASC 815	Location of Gain/(Loss)	Amount of Gain/(Loss)		
		Reclassified from Other Comprehensive Income into Income		
		Year Ended December 31,		
on Derivatives	2022	2021	2020	(In millions)
Interest rate swaps (prior to designation)	Interest and other expense on debt	\$ —	\$ —	\$ (1.3)

Derivatives not designated as hedging instruments under ASC 815	Location of Gain/(Loss)	Amount of Gain/(Loss) Recognized in Income on Derivatives		Amount of Gain/(Loss) Reclassified from Other Comprehensive Income into Income			
		Year Ended December 31,		Year Ended December 31,			
	on Derivatives	2023	2022	2021	2023	2022	2021
		(In millions)					
Metal commodity contracts	Cost of materials sold	\$ 10.7	\$ (6.5)	\$ (47.3)	\$ —	\$ —	\$ —
Diesel fuel commodity contracts	Warehousing, delivery, selling, general, and administrative	—	1.2	—	—	—	—
2028 Notes embedded derivative	Other income and (expense), net	—	(0.2)	(2.1)	—	—	—
Foreign exchange contracts	Other income and (expense), net	—	—	0.2	—	—	—
Interest rate swaps (subsequent to designation)	Interest and other expense on debt	—	0.8	0.1	—	(1.9)	\$ (2.1)
<b>Total</b>		<b>\$ 10.7</b>	<b>\$ (4.7)</b>	<b>\$ (49.1)</b>	<b>\$ —</b>	<b>\$ (1.9)</b>	<b>\$ (2.1)</b>

## Fair Value Measurements

To increase consistency and comparability, FASB ASC 820 "Fair Value Measurement" ("ASC 820") establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

1. Level 1—quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date.
2. Level 2—inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability indirectly observable through corroboration with observable market data.
3. Level 3—unobservable inputs, such as internally-developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

The following table presents assets and liabilities measured and recorded at fair value on our Consolidated Balance Sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2022:

	At December 31, 2022		
	Level 1	Level 2	Level 3
	(In millions)		
<b>Assets</b>			
Derivatives:			
Derivatives not designated as hedging instruments under ASC 815:			
Metal commodity contracts	\$ —	\$ 8.5	\$ —
Diesel fuel commodity contracts	—	0.1	—
Total derivatives	\$ —	\$ 8.6	\$ —
<b>Liabilities</b>			
Derivatives:			
Derivatives not designated as hedging instruments under ASC 815:			
Metal commodity contracts	\$ —	\$ 12.1	\$ —
Total derivatives	\$ —	\$ 12.1	\$ —

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The following table presents assets and liabilities measured and recorded at fair value on our Consolidated Balance Sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2021:

	At December 31, 2021		

	Level 1	Level 2		Level 3							
	(In millions)										
<b>Assets</b>											
Derivatives:											
Derivatives not designated as hedging instruments under ASC 815:											
Metal commodity contracts	\$	—	\$	13.0	\$						
2028 Notes embedded derivative	—		—		0.2						
<b>Total derivatives</b>	<b>\$</b>	<b>—</b>	<b>\$</b>	<b>13.0</b>	<b>\$</b>						
<b>Liabilities</b>											
Derivatives:											
Derivatives not designated as hedging instruments under ASC 815:											
Metal commodity contracts	\$	—	\$	35.1	\$						
Interest rate swaps	—		1.4		—						
<b>Total derivatives</b>	<b>\$</b>	<b>—</b>	<b>\$</b>	<b>36.5</b>	<b>\$</b>						

The fair value of each commodity, diesel fuel, and interest rate swap derivative contract is determined using Level 2 inputs and the market approach valuation technique, as described in ASC 820. The Company has various commodity derivatives to lock in hot roll coil, nickel, aluminum, and diesel fuel prices for varying time periods. The fair value of hot roll coil, nickel, aluminum, and diesel fuel derivatives is determined based on the spot price each individual contract was purchased at and compared with the one-month daily average actual spot price on the Chicago Mercantile Exchange (hot roll coil and diesel fuel) and the London Metals Exchange (nickel and aluminum), respectively, for the commodity on the valuation date. In addition, the Company has numerous foreign exchange contracts to hedge variability in cash flows when a payment currency is different from our functional currency. The Company defines the fair value of foreign exchange contracts as the amount of the difference between the contracted and current market value at the end of the period. The Company estimates the current market value of foreign exchange contracts by obtaining month-end market quotes of foreign exchange rates and forward rates for contracts with similar terms. The Company uses the exchange rates provided by Reuters. Each commodity, diesel fuel, and foreign exchange contract term varies in the number of months, but in general, contracts are between 1 to 12 months in length. The fair value of our interest rate swap is based on the sum of all future net present value cash flows for the fixed each commodity, diesel fuel, and floating leg of the swap. The future cash flows are derived based on the terms of the interest rate swap, as well as published discount factors, and projected forward interest rates.

The fair value of the embedded derivative foreign exchange contract is determined using Level 3 inputs based on the Black-Derman-Toy lattice model other than quoted prices that are directly observable (Level 2 inputs) and the "with-and-without" approach. This method estimates market approach valuation technique, as described in ASC 820, these

derivatives balances are classified as Level 2 within the value of the 2028 Notes both with and without the embedded derivative. The value of the embedded derivative is the difference between the two methods. The value of the 2028 Notes with the embedded derivative is based on recent trading prices of the 2028 Notes (Level 1 inputs). Determining the value of the 2028 Notes without the embedded derivative requires significant judgements made by management such as the probability of redemption linked transactions occurring, the cash flows expected to be generated from these transactions, as well as the timing of these transactions (Level 3 inputs). The 2028 Notes were fully redeemed in July 2022, and as such the value of the embedded derivative as of December 31, 2022 is zero.

The changes in financial instruments measured at fair value hierarchy. See Note 10: Employee Benefits for which the Company has used definitions of Level 1, 2, and 3 inputs to determine fair value are as follows: measurements.

2028 Notes Embedded Derivative	
(In millions)	
Balance at January 1, 2021	\$ 2.3
Unrealized loss recorded in other income and (expense), net	(2.1)
Balance at December 31, 2021	\$ 0.2
Unrealized loss recorded in other income and (expense), net	(0.2)
Balance at December 31, 2022	\$ —

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The carrying and estimated fair values of the Company's financial instruments at December 31, 2022 and 2021 were as follows:

	At December 31, 2022		At December 31, 2021	
	Carrying		Carrying	
	Amount	Fair Value	Amount	Fair Value
(In millions)				
Cash and cash equivalents	\$ 39.2	\$ 39.2	\$ 51.2	\$ 51.2
Restricted cash	1.3	1.3	1.2	1.2
Receivables less provision	514.4	514.4	630.8	630.8
Accounts payable	438.4	438.4	481.2	481.2
Long-term debt, including current portion	367.0	367.0	639.3	666.8

The estimated fair value of the Company's cash and cash equivalents, restricted cash, receivables less provisions, and accounts payable approximate their carrying amounts due to the short-term nature of these financial instruments. As of December 31, 2022, the The estimated fair value of the Company's long-term debt approximates its and the current portions

thereof equal the carrying amounts due to the short-term nature of the underlying borrowings on the Ryerson Credit Facility which are typically for terms of 30 to 60 days. As See the Consolidated Balance Sheets for the December 31, 2023 and December 31, 2022 values of December 31, 2021, the estimated fair value of the Company's long-term debt these assets and the current portions thereof was determined by using quoted market prices of Company debt securities (Level 2 inputs). liabilities.

**Note 16: 15: Accumulated Other Comprehensive Income**

The following table details the changes in accumulated other comprehensive income (loss) for the years ended December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022:

	Changes in Accumulated Other Comprehensive Income (Loss) by Component, net of tax			Changes in Accumulated Other Comprehensive Income (Loss) by Component, net of tax		
	Foreign	Benefit	Interest	Foreign	Benefit	Interest
	Currency	Plan	Rate	Currency	Plan	Rate
	Translation	Liabilities	Swap	Translation	Liabilities	Swap
	n	s	—	—	—	—
	(In millions)			(In millions)		
Balance at January 1, 2021		(221.0)				
	\$ (47.0)	\$ 8)	\$ (3.1)			
Balance at January 1, 2022				\$ (49.1)	\$ (114.5)	\$ (1.5)
Other comprehensive income (loss) before reclassifications	(2.1)	28.0	—	(7.8)	25.4	—
Amounts reclassified from accumulated other comprehensive income (loss)	—	79.3	1.6			
Net current-period other comprehensive income (loss)	(2.1)	107.3	1.6			

Balance at December 31, 2021				(114.1)		
	\$ (49.1)	\$ 5	\$ (1.5)			
Other comprehensive income (loss) before reclassifications	(7.8)	25.4	—			
Amounts reclassified from accumulated other comprehensive income (loss)	—	1.6	1.5			
Amounts reclassified from accumulated other comprehensive income	—	—	—	1.6	1.5	
Net current-period other comprehensive income (loss)	(7.8)	27.0	1.5	(7.8)	27.0	1.5
Balance at December 31, 2022	\$ (56.9)	\$ (87.5)	\$ —	\$ (56.9)	\$ (87.5)	\$ —
Other comprehensive income before reclassifications				4.7	3.2	—
Amounts reclassified from accumulated other comprehensive loss				—	(3.5)	—
Net current-period other comprehensive income (loss)				4.7	(0.3)	—
Balance at December 31, 2023	\$ (52.2)	\$ (87.8)	\$ —			

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The following tables detail the reclassifications out of accumulated other comprehensive income (loss) for the years ended December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022:

Details about Accumulated Other Comprehensive Income (Loss) Components	Reclassifications Out of Accumulated Other Comprehensive Income (Loss)				
	Amount reclassified from				
	Accumulated Other	Affected line item in the Consolidated Statements of Operations			
	Comprehensive Income (Loss)				
For the Year Ended December 31, 2023					
(In millions)					
<b>Amortization of defined benefit pension and other post-retirement benefit plan items</b>					
Actuarial gain	\$	(3.9)	Other income and (expense), net		
Curtailment		(0.8)	Other income and (expense), net		

Total before tax		(4.7)
Tax provision		1.2
Net of tax	\$	<u>(3.5)</u>

Details about Components	Reclassifications Out of Accumulated Other Comprehensive Income (Loss)		Reclassifications Out of Accumulated Other Comprehensive Income (Loss)	
	Amount reclassified from Accumulated Comprehensive Income (Loss) (Loss)	Affected line item in the Consolidated Statements of Operations	Amount reclassified from Accumulated Other Comprehensive Income (Loss)	Affected line item in the Consolidated Statements of Operations
	For the Year Ended December 31, 2022 (In millions)		For the Year Ended December 31, 2022 (In millions)	
<b>Amortization of defined benefit pension and other post- retirement benefit plan items</b>				
Actuarial loss	\$ 2.3	Other income and (expense), net	\$ 2.3	Other income and (expense), net
Pension settlement	—	Other income and (expense), net		
Prior service credit	(0.1)	Other income and (expense), net	(0.1)	Other income and (expense), net
<b>Total before tax</b>	<b>2.2</b>		<b>2.2</b>	
Tax benefit	(0.6)		(0.6)	
<b>Net of tax</b>	<b>\$ 1.6</b>		<b>\$ 1.6</b>	
<b>Interest rate swap</b>				

Realized swap interest (subsequent to designation)	Interest and other expense on debt	\$ 1.9	Interest and other expense on debt	\$ 1.9
Tax benefit		(0.4)		(0.4)
Net of tax		\$ <u>1.5</u>		\$ <u>1.5</u>

Reclassifications Out of Accumulated Other Comprehensive Income (Loss)				
Details about Accumulated Other Comprehensive Income (Loss) Components	Amount reclassified from		Affected line item in the Consolidated Statements of Operations	
	Accumulated Other	Comprehensive Income (Loss)		
	For the Year Ended December 31, 2021			
(In millions)				
<b>Amortization of defined benefit pension and other post-retirement benefit plan items</b>				
Actuarial loss	\$	8.1	Other income and (expense), net	
Pension settlement		98.7	Other income and (expense), net	
Prior service credit		(0.4)	Other income and (expense), net	
Total before tax		106.4		
Tax benefit		(27.1)		
Net of tax	\$	79.3		
<b>Interest rate swap</b>				
Realized swap interest (subsequent to designation)	\$	2.1	Interest and other expense on debt	
Tax benefit		(0.5)		
Net of tax	\$	1.6		

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## **Note 17: 16: Revenue Recognition**

We are a leading value-added processor and distributor of industrial metals with operations in the U.S., Canada, Mexico, and China. We purchase large quantities of metal products from primary producers and sell these materials in smaller quantities to a wide variety of metals-consuming industries. Nearly 80% of the metals products sold are processed by us by bending, beveling, blanking, blasting, burning, cutting-to-length, drilling, embossing, flattening, forming, grinding, laser cutting, machining, notching, painting, perforating, polishing, punching, rolling, sawing, scribing, shearing, slitting, stamping, tapping, threading, welding, or other techniques to process materials to a specified thickness, length, width, shape, and surface quality pursuant to specific customer orders.

### **Revenue Accounting Policy**

Revenue is recognized based on the consideration expected to be received for delivery of as-is or processed metal products when, or as, the Company satisfies its contractual obligation to transfer control of a product to a customer, which we refer to as a performance obligation. Predominately all of our contracts contain a single performance obligation.

The majority of our revenue is recognized at a point in time. The Company has determined that the most definitive demonstration that control has transferred to a customer is physical delivery, with the exception of bill and hold and consignment transactions. The Company's bill-and-hold transactions are arrangements where a customer requests that we bill them for a product even though we retain physical possession of the product until it is subsequently delivered to the customer. Bill and hold revenue is recorded when all of the criteria within ASC 606 are met. Consignment transactions are arrangements where the Company transfers product to a customer location but retains ownership and control of such product until it is used by the customer. Revenue for consignment arrangements is recognized upon the customer's usage.

Revenues associated with products which we believe have no alternative use, and where the Company has an enforceable right to payment, are recognized on an over time basis. Products with no alternative use include products made from unique alloys, custom extrusions, non-standard gauges, items that have been processed to a custom size that cannot be cost effectively reworked to a standard size, or items processed to customer specific drawings or specifications. Over-time revenues are recorded in proportion with the progress made toward completing the performance obligation.

Ryerson uses both input and output methods of measuring progress towards completion based on the type and extent of processing completed. Input methods are used for complex processing with multiple steps occurring over multiple days. Under the input method, the measure of performance, commonly called percentage of completion, is the ratio of costs incurred to date to the total estimated costs at completion for the products. Output methods are used for products with minimal processing where the normal pattern of production is less than one day. In these cases, the progress towards completion is measured based on the number of products on hand and ready for delivery in comparison to the total number of products in the order.

Significant judgment is required in determining which products qualify for over time revenue recognition, the methodology to be used in calculating the progress toward completion, and estimating the costs incurred to date and the total cost at completion.

Revenue is recorded net of returns, allowances, customer discounts, and incentives. Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net (excluded from revenues) basis.

Prices are generally fixed at the time of order confirmation. At each quarter end, the Company calculates an estimate of potential cash discounts and returns and allowances that could be taken by customers that are associated with outstanding accounts receivable, as well as estimates of customer rebates. Cash discounts and returns and allowances are calculated based on historical experience. Customer rebates are estimated based on actual sales and projections over the rebate period.

The Company has elected to treat shipping and handling costs as an activity necessary to fulfill the performance obligation to transfer product to the customer and not as a separate performance obligation. Shipping and handling costs are estimated at quarter end in proportion to revenue recognized for transactions where actual costs are not yet known. Shipping and handling costs are included in warehousing, delivery, selling, general, and administrative expense. The balance recognized related to accrued shipping and handling costs was **zero at December 31, 2022** and a net contract liability of \$0.1 million at **December 31, 2021** December 31, 2023 and zero at December 31, 2022.

The Company's performance obligations are typically short-term in nature. As a result, the Company has elected the practical expedient that provides an exemption of the disclosure requirements regarding information about remaining performance obligations on contracts that have original expected durations of one year or less.

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## Disaggregated Revenue

We have one operating and reportable segment, metals service centers.

The Company derives substantially all of its sales from the distribution of metals. The following table shows the Company's percentage of sales by major product line:

Year Ended December 31,	Year Ended December 31,
-------------------------	-------------------------

Product Line	2022	2021	2020	2023	2022	2021
	(Percentage of Sales)			(Percentage of Sales)		
Carbon Steel Flat	30 %	31 %	27 %	26 %	30 %	31 %
Carbon Steel Plate	10	10	9	11	10	10
Carbon Steel Long	13	13	14	14	13	13
Stainless Steel Flat	17	18	16	15	17	18
Stainless Steel Plate	4	5	5	5	4	5
Stainless Steel Long	5	4	5	5	5	4
Aluminum Flat	13	12	14	15	13	12
Aluminum Plate	2	2	3	3	2	2
Aluminum Long	4	4	5	4	4	4
Other	2	1	2	2	2	1
<b>Total</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>

A significant majority of the Company's sales are attributable to its U.S. operations. The only operations attributed to foreign countries relate to the Company's subsidiaries in Canada, China, and Mexico. See Note 14; 13: Segment Information for the Company's consolidated financial information of our operations by geographic location based on where sales originated.

Revenue is recognized either at a point in time or over time based on if the contract has an enforceable right to payment and the type of product that is being sold to the customer with products that are determined to have no alternative use being recognized over time. The following table summarizes revenues by the type of item sold:

Timing of Revenue Recognition	Years Ended December			Years Ended December 31,		
	31,			2023		
	2022	2021	2020	2022	2021	
Revenue on products with an alternative use	89 %	90 %	89 %	87 %	89 %	90 %
Revenue on products with no alternative use	11	10	11	13	11	10
<b>Total</b>	<b>10</b>	<b>10</b>	<b>10</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>

## Contract Balances

A receivable is recognized in the period in which an invoice is issued, which is generally when the product is delivered to the customer. Payment terms on invoiced amounts are typically 30 days from the invoice date. We do not have any contracts with significant financing components.

Receivables, which are included in accounts receivables within the Consolidated Balance Sheets, from contracts with customers were \$517.7 million and \$633.0 million as of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, respectively.

Contract assets, which consist primarily of revenues recognized over time that have not yet been invoiced and estimates of the value of inventory, as estimated, that will be received in conjunction with product returns, are reported in prepaid expenses and other current assets within the Consolidated Balance Sheets. Contract liabilities, which consist primarily of accruals associated with amounts that will be paid to customers for volume rebates, cash discounts, sales returns and allowances, customer prepayments, estimates of shipping and handling costs associated with performance obligations recorded over time, and bill and hold transactions are reported in other accrued

liabilities within the Consolidated Balance Sheets. Contract assets amounted to \$18.8 million and the contract assets amounted to \$20.4 million at December 31, 2023 and December 31, 2022, respectively. Contract liabilities balances amounted to \$16.1 million and \$16.3 million at December 31, 2023 and December 31, 2022, respectively. Contract liabilities satisfied during the period amounted \$3.6 million for the year-ended December 31, 2023.

	Contract Assets		Contract Liabilities	
	2022	2021	2022	2021
	(In millions)			
Beginning Balance	\$ 21.3	\$ 10.8	\$ 15.1	\$ 10.8
Contract liability satisfied during the period	—	—	(22.6)	(14.8)
Contract liability incurred during the period	—	—	23.3	17.8
Net change in contract assets and liabilities for products with no alternative use during the period	(0.7)	10.4	(0.1)	0.1
Changes to reserves	(0.2)	0.1	0.6	1.2
Ending Balance	<u>\$ 20.4</u>	<u>\$ 21.3</u>	<u>\$ 16.3</u>	<u>\$ 15.1</u>

#### Note 18: 17: Provision for Credit Losses

Provisions for allowances and claims on accounts receivables and contract assets are based upon historical rates, expected trends, and estimates of potential returns, allowances, customer discounts, and incentives. The Company considers all available information when assessing the adequacy of the provision for allowances, claims, and doubtful accounts.

The Company performs ongoing credit evaluations of customers and sets credit limits based upon review of the customers' current credit information, payment history, and the current economic and industry environments. The Company's credit loss reserve consists of two parts: a) a provision for estimated credit losses based on historical experience and b) a reserve for specific customer collection issues that the Company has identified. Estimation of credit losses requires adjusting historical loss experience for current economic conditions and judgments about the probable effects of economic conditions on certain customers.

The following table provides a reconciliation of the provision for credit losses reported within the Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 2021: 2022:

	Changes in Provision for Expected Credit Losses			
	2022		2021	
	(In millions)			
Beginning Balance	\$ 2.2	\$ 1.7	\$ 3.2	\$ 2.2
Current period provision	1.7	1.4	1.2	1.7
Write-offs charged against allowance	(1.2)	(1.1)	(2.8)	(1.2)
Recoveries against allowance	0.5	0.2	0.3	0.5
Translation			(0.2)	—
Ending Balance	\$ 3.2	\$ 2.2	\$ 1.7	\$ 3.2

#### Note 19: 18: Income Taxes

The elements of the provision (benefit) for income taxes were as follows:

	Year Ended December 31,		
	2022	2021	2020
(In millions)			
Income (loss) before income tax:			
U.S.	\$ 476.5	\$ 323.0	\$ (106.0)
Foreign	46.4	66.1	15.9

	<u>\$ 522.9</u>	<u>\$ 389.1</u>	<u>\$ (90.1)</u>
Current income tax provision (benefit):			
Federal	\$ 94.0	\$ 64.3	\$ (11.6)
Foreign	12.0	16.5	1.5
State	18.0	12.3	1.9
	<u>124.0</u>	<u>93.1</u>	<u>(8.2)</u>
Deferred income tax provision (benefit)	7.4	0.6	(16.6)
Total income tax provision (benefit)	<u>\$ 131.4</u>	<u>\$ 93.7</u>	<u>\$ (24.8)</u>

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	Year Ended December 31,		
	2023                    2022                    2021		
	(In millions)		
Income before income tax:			
U.S.	\$ 172.0	\$ 476.5	\$ 323.0
Foreign	21.7	46.4	66.1
	<u>\$ 193.7</u>	<u>\$ 522.9</u>	<u>\$ 389.1</u>
Current income tax provision:			
Federal	\$ 19.8	\$ 94.0	\$ 64.3
Foreign	3.9	12.0	16.5
State	6.8	18.0	12.3
	<u>30.5</u>	<u>124.0</u>	<u>93.1</u>
Deferred income tax provision	16.8	7.4	0.6
Total income tax provision	<u>\$ 47.3</u>	<u>\$ 131.4</u>	<u>\$ 93.7</u>

Income taxes differ from the amounts computed by applying the federal tax rate as follows:

	Year Ended December 31,			Year Ended December 31,		
	2022                    2021                    2020			2023                    2022                    2021		
	(In millions)			(In millions)		
	2022	2021	2020	2023	2022	2021
Federal income tax expense (benefit) computed at statutory						
	10	81	8.			
tax rate of 21%	\$ 9.8	\$ .7	\$ 9)			

Federal income tax expense computed at statutory tax rate of 21%		\$ 40.7	\$ 109.8	\$ 81.7
Additional taxes or credits from:				
State and local income taxes, net of federal income tax effect	17. 3	11 .7	(4. 6)	4.7 17.3 11.7
Non-deductible expenses and non-taxable income		1. 2	0. 3	3.0 1.3 1.2
Foreign income not includable in federal taxable income		3. 4	0. 8	
Foreign rate differences			1.2	2.4 3.4
Valuation allowance changes, net		(1 — .6)	(0. 4)	— — (1.6)
Changes in uncertain tax positions		(0. 1)	(0. 8)	(1. 9) (0.1) (0.8)
Effect of U.S. Tax Cuts and Jobs Act - deemed repatriation transaction tax & GILTI	1.9	4	6)	— 1.9 0.4
U.S. federal tax credits			(1.7)	— —
All other, net	(1. 2)	(2 .3)	0. 5	(1.7) (1.2) (2.3)
Total income tax provision (benefit)			(2 13 93 4)	
	\$ 1.4	\$ .7	\$ 8)	
Total income tax provision			\$ 47.3	\$ 131.4 \$ 93.7

The U.S. Tax Cuts and Jobs Act subjects a US shareholder to tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740, No. 5, *Accounting for Global Intangible Low-Taxed Income*, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred. After considering the two options, the Company has elected to provide for the tax expense related to GILTI in the

year the tax will occur. For the year ended December 31, 2022 December 31, 2023, we have not included \$1.9 million of any tax expense related to GILTI.

On August 16, 2022 the U.S. government enacted the Inflation Reduction Act ("IRA"). The IRA includes, among other provisions, a 1 percent excise tax on share repurchases as well as a 15 percent corporate alternative minimum tax ("CAMT") on corporations with "adjusted financial statement income" in excess of \$1 billion for any 3-year period ending with 2022 or later. Currently, we do not meet the requirements for CAMT and do not expect any excise tax that may be due on future stock repurchases to have a material adverse impact to our financial statements. As of December 31, 2023, the Company has accrued \$1.0 million for excise tax payable on stock repurchases. Both provisions of the IRA are effective for periods after December 31, 2022.

Certain amounts as of December 31, 2022 in the table below have been adjusted to include the presentation of gross deferred tax assets and liabilities associated with the operating lease assets and operating lease liabilities. The components of the deferred income tax assets and liabilities arising under FASB ASC 740, "Income Taxes" ("ASC 740") were as follows:

	At December 31,		At December 31,	
	2022	2021	2023	2022
	(In millions)		(In millions)	
<b>Deferred tax assets:</b>				
Post-retirement benefits other than pensions	\$ 10	\$ 15	\$ 9	\$ 10
State, local, and foreign net operating loss carryforwards	7	10	7	7
Pension liability	20	24	17	20
Operating lease liability			93	61
Other deductible temporary differences	24	26	22	24
Less: valuation allowances	(5)	(5)	(4)	(5)
	<u>\$ 56</u>	<u>\$ 70</u>	<u>\$ 144</u>	<u>\$ 117</u>
<b>Deferred tax liabilities:</b>				
Fixed asset basis difference	\$ 61	\$ 57	\$ 86	\$ 61
Inventory basis difference	99	97	99	99
Operating lease asset			88	61
Other intangibles	10	10	7	10
	<u>170</u>	<u>164</u>	<u>280</u>	<u>231</u>
Net deferred tax liability	<u>\$ (114)</u>	<u>\$ (94)</u>	<u>\$ (136)</u>	<u>\$ (114)</u>

The Company will maintain a valuation allowance on certain deferred tax assets until such time as in management's judgment, considering all available positive and negative evidence, the Company determines that these deferred tax assets

are more likely than

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not realizable. The Company's deferred tax assets include \$76.7 million related to state NOL carryforwards which expire generally in 1 to 20 years, and \$0.4 million related to foreign NOL carryforwards, which do not expire, available at December 31, 2022 December 31, 2023.

Earnings from the Company's foreign subsidiaries are considered to be indefinitely reinvested and, accordingly, no provision for U.S. federal and state income taxes or foreign withholding tax has been made in our consolidated financial statements related to the indefinitely reinvested earnings. At December 31, 2022 December 31, 2023, the Company had approximately \$108 128 million of undistributed foreign earnings, predominately in Canada and China. As a result of the US Tax Cuts and Jobs Act passed during 2017, a significant portion of these earnings are deemed repatriated. Were the Company to distribute these non-U.S. earnings in the form of dividends or otherwise in the future, it would no longer be subject to U.S. federal income taxes. A determination of the amount of any unrecognized deferred income tax liability on the undistributed earnings is predominately dependent upon the applicability of foreign withholding taxes and potential U.S. state income taxes. Modeling of the many future potential scenarios and the related unrecognized deferred tax liability is therefore not practicable. None of the Company's other foreign subsidiaries have a material amount of assets available for repatriation.

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The Company accounts for uncertain income tax positions in accordance with ASC 740. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Unrecognized Tax Benefits (In millions)	Unrecognized Tax Benefits (In millions)
Unrecognized tax benefits balance at January 1, 2020	\$ 4.4	
Gross increases – tax positions in current periods	—	
Settlements and closing of statute of limitations	(1.9)	
Unrecognized tax benefits balance at December 31, 2020	\$ 2.5	
Unrecognized tax benefits balance at January 1, 2021	\$ 2.5	

Gross increases – tax positions in current periods	—	—	—
Settlements and closing of statute of limitations	(0.8)	(0.8)	(0.8)
Unrecognized tax benefits balance at December 31, 2021	\$ 1.7	\$ 1.7	\$ 1.7
Gross increases – tax positions in current periods	—	—	—
Settlements and closing of statute of limitations	(0.1)	(0.1)	(0.1)
Unrecognized tax benefits balance at December 31, 2022	\$ 1.6	\$ 1.6	\$ 1.6
Gross increases – tax positions in current periods			1.3
Settlements and closing of statute of limitations			(0.2)
Unrecognized tax benefits balance at December 31, 2023	\$ 2.7	\$ 2.7	\$ 2.7

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for all years through 2009, noting that the utilization of net operating losses from prior years could be subject to review. Substantially all state and local income tax matters have been concluded through 2016, 2017, except where statutes of limitations have been extended. The Company has substantially concluded foreign income tax matters through 2013, 2014 for all significant foreign jurisdictions.

We recognize interest and penalties related to uncertain tax positions in income tax expense. We had approximately \$1.1, 1.0 million and \$0.9, 0.5 million of accrued interest related to uncertain tax positions at December 31, 2022, December 31, 2023 and 2021, 2022, respectively. The total amount of unrecognized tax benefits that would affect our effective tax rate if recognized was \$1.5, 1.7 million and \$0.8, 1.1 million as of December 31, 2022, December 31, 2023 and 2021, 2022, respectively.

#### Note 20: 19: Earnings (Loss) Per Share

On July 16, 2007, Ryerson Holding was capitalized with 21,250,000 shares of common stock by Platinum Equity, LLC. On August 13, 2014, Ryerson Holding completed an initial public offering of 11 million shares of common stock at a price to the public of \$11.00 per share. On July 25, 2016, Ryerson Holding closed an underwritten public offering of 5 million shares of common stock at a price to the public of \$15.25 per share. All shares outstanding are common shares and have equal voting, liquidation, and preference rights.

Basic earnings (loss) per share attributable to Ryerson Holding's common stock is determined based on earnings or loss for the period divided by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share attributable to Ryerson Holding's common stock considers the effect of potential common shares, unless inclusion of the potential common shares would have an antililutive effect. The weighted average number of shares excluded were 98,548, zero, 31,697, 98,548, and 289,759, 31,697, for the years ended December 31, 2022, December 31, 2023, 2022, and 2021, and 2020, respectively.

The following table sets forth the calculation of basic and diluted earnings (loss) per share:

	Years Ended December 31,			Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
<b>Basic and diluted earnings (loss) per share</b>	(In millions, except number of shares which are reflected in thousands and per share data)			(In millions, except number of shares which are reflected in thousands and per share data)		
<b>Numerator:</b>						
Net income (loss) attributable to Ryerson Holding Corporation	\$ 391.0	\$ 294.3	\$ (65.8)	\$ 145.7	\$ 391.0	\$ 294.3
Net income attributable to Ryerson Holding Corporation						
<b>Denominator:</b>						
Weighted average shares outstanding	37,555	38,362	38,025	34,961	37,555	38,362
Dilutive effect of stock-based awards	727	547	—	606	727	547
Weighted average shares outstanding adjusted for dilutive securities	38,282	38,909	38,025	35,567	38,282	38,909
Earnings (loss) per share						
<b>Earnings per share</b>						
Basic	\$ 10.41	\$ 7.67	\$ (1.73)	\$ 4.17	\$ 10.41	\$ 7.67
Diluted	\$ 10.21	\$ 7.56	\$ (1.73)	\$ 4.10	\$ 10.21	\$ 7.56

#### Note 21: 20: Subsequent Events

**Bargaining Unit Pension Plan Termination.** In the first quarter of 2024, the Ryerson Canada Bargaining Unit Pension Plan made \$1.2 million of lump sum payments to plan participants and purchased \$5.0 million of annuities on behalf of plan participants. The lump sum payments and annuity purchases consisted of all of the existing liabilities of the Ryerson Canada Bargaining Unit

Pension Plan, resulting in the termination of the plan. The Ryerson Canada Bargaining Unit Pension Plan was fully funded as of the termination date, and as such, all lump sum payments and annuity purchases were funded with pension plan assets. As a result, the Company recorded a \$2.2 million settlement loss in the first quarter of 2024.

**Dividends.** On **February 22, 2023** **February 21, 2024**, the Board of Directors declared a quarterly cash dividend in the amount of **\$0.17** **0.1875** per share of common stock, payable on March **16, 2023** **21, 2024** to stockholders of record as of March **6, 2023** **7, 2024**. Future quarterly dividends, if any, will be subject to Board approval.

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**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, 2021, AND 20202021**  
**(In millions)**

Year Ended December 31, 2023							
	Additions	Chargings	Balances		Additions	Chargings	Balances
Balances at Beginning of Period	(Credited) to Income	Deductions from Reserves	End Period	Balance at Beginning of Period	(Credited) to Income	Deductions from Reserves	Balance at End Period

Allowance for doubtful accounts	\$ 3.2	\$ 1.2	\$ (2.7)	(A)	\$ 1.7
Valuation allowance—deferred tax assets	5.0	—	(1.0)	(B)	4.0
<b>Year Ended December 31, 2022</b>					
Allowance for doubtful accounts	(A)				
	\$ 2.2	\$ 1.7	\$ (0.7)	)	\$ 3.2
Valuation allowance—deferred tax assets	5.0	—	—	5.0	5.0
<b>Year Ended December 31, 2021</b>					
Allowance for doubtful accounts	(A)				
	\$ 1.7	\$ 1.4	\$ (0.9)	)	\$ 2.2
Valuation allowance—deferred tax assets	(B)				
	6.6	—	(1.6)	)	5.0
<b>Year Ended December 31, 2020</b>					
Allowance for doubtful accounts	(A)				
	\$ 3.5	\$ 0.3	\$ (2.1)	)	\$ 1.7
Valuation allowance—deferred tax assets	(C)				
	13.	(0.			
	7	4)	(6.7)	)	6.6

NOTES:

- (A) Bad debts written off of \$1.2 2.8 million, \$1.1 1.2 million, and \$2.3 1.1 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.
- (B) Adjustment to foreign tax credits and corresponding valuation allowance.
- (C) Reversals of valuation allowances due to change in realizability of state and foreign net operating loss deferred tax assets.
- (C) Reversals of valuation allowances due to the expiration of state net operating losses and changes to the foreign tax credits.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.****Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 15d-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to SEC Rule 13a-15 as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of **December 31, 2022** **December 31, 2023**.

**Management's Annual Report on Internal Control Over Financial Reporting and Attestation Report of Independent Registered Public Accounting Firm**

The report of management on our internal control over financial reporting as of **December 31, 2022** **December 31, 2023** and the attestation report of our independent registered public accounting firm on our internal control over financial reporting are set forth in Part II, "Item 8. Financial Statements and Supplementary Data" in this report.

**Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting that has materially affected or is reasonably likely to materially affect the Company's internal controls over financial reporting during the quarter ended **December 31, 2022** **December 31, 2023**.

#### **ITEM 9B. OTHER INFORMATION.**

**None.** During the Company's last fiscal quarter, the Company traded under a Rule 10b5-1 trading arrangement ("10b5-1 Plan"), as defined in Item 408(a) of Regulation S-K. Such 10b5-1 Plan was adopted on August 11, 2023 and will continue until March 1, 2024. Shares of Ryerson stock for up to \$25,000,000 may be purchased pursuant to the 10b5-1 Plan.

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#### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.**

The information required by this item is incorporated by reference to our Proxy Statement for the **2022** **2023** Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission ("SEC") within 120 days of the fiscal year ended **December 31, 2022** **December 31, 2023**.

##### **Code of Ethics**

Our Board of Directors has adopted a Code of Ethics and Business Conduct applicable to all officers, directors, and employees, which contains the ethical principles by which our Chief Executive Officer, Chief Financial Officer, and General Counsel, among others, are expected to conduct themselves when carrying out their duties and responsibilities. A copy of our Code of Ethics may be found on our Investor Relations website under "Governance Documents" at <http://ir.ryerson.com>. Our website is not incorporated by reference into this Annual Report. We will provide a copy of our Code of Ethics to any person, without charge, upon request, by writing to the Compliance Officer, Ryerson Holding Corporation, 227 West Monroe Street, 27<sup>th</sup> Floor, Chicago, Illinois 60606 (telephone number (312) 292-5000). We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of our Code of Ethics and Business Conduct by posting such information on our website at <http://ir.ryerson.com> or by filing a Form 8-K with the SEC.

We have an insider trading policy that governs the purchase, sale, and other dispositions of our securities by our directors, officers, and employees, and by the Company itself, that we believe is reasonably designed to promote compliance with insider trading laws, rules, and regulations and New York Stock Exchange listing standards. The insider trading policy is filed as Exhibit 19.1 to this Annual Report.

## **ITEM 11. EXECUTIVE COMPENSATION.**

Information concerning compensation of our executive officers and directors for the year ended **December 31, 2022** **December 31, 2023**, is presented under the captions "Executive Compensation," "Compensation Tables," and "Director Compensation" in our proxy statement. This information is incorporated herein by reference.

Information concerning compensation committee interlocks is presented under the caption "Compensation Committee—Compensation Committee Interlocks and Insider Participation" in our proxy statement and is incorporated herein by reference.

The report of our Compensation Committee can be found under the caption "Compensation Committee Report" in our proxy statement and is incorporated herein by reference.

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

Information concerning the security ownership of certain beneficial owners as of **February 22, 2023** **February 21, 2024**, is set forth under the caption "Stock Ownership—Ownership of More Than 5% of Ryerson Stock" in our proxy statement and is incorporated herein by reference.

Information concerning the security ownership of our directors and executive officers as of **February 22, 2023** **February 21, 2024**, is set forth under the caption "Stock Ownership—Directors and Executive Officers" in our proxy statement and is incorporated herein by reference.

### **Securities Authorized for Issuance under Equity Compensation Plans**

Our stockholders have approved our 2014 Omnibus Incentive Plan, or 2014 Plan, which is the Company's only equity compensation plan.

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## Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth, as of December 31, 2022 December 31, 2023, information concerning equity compensation plans under which our securities are authorized for issuance. The table does not reflect grants, awards, exercises, terminations, or expirations since that date.

Plan Category	Number of securities			Number of securities		
	Number of securities	Weighted-average exercise price of outstanding options, warrants, and rights	Remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)	Number of securities	Weighted-average exercise price of outstanding options, warrants, and rights	Remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
	(1)	(2)	(3)	(1)	(2)	(3)
Equity compensation plans approved by security holders	1,221,776	16.50	549,318	1,324,572	16.50	2,152,464
Equity compensation plans not approved by security holders	—	\$ —	—	—	\$ —	—

Total	1,221,	16.5	776	\$ 0	549,318	1,324,572	\$ 16.50	2,152,464
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- (1) Includes (i) 739,500 810,050 shares of our common stock subject to performance units, which vest depending on continued employment or service and the level of attainment of certain performance metrics, (ii) 358,576 393,772 shares of our common stock, including earned dividend equivalent rights, subject to restricted stock units, which vest depending on continued employment or service, and (iii) 123,700 120,750 shares of our common stock subject to stock options, which vest over a 5-year four-year period depending on continued employment or service and the level of attainment of certain stock market metrics, with a fifth year catch up that allows for vesting if any of the four individual vesting tranche conditions are not met.
- (2) Once vested, each stock option can be exercised at a price of \$16.50 in exchange for one share of the Company common stock.
- (3) All the shares of common stock that remained remain available for future issuance as of December 31, 2022 December 31, 2023, were available under the 2014 Plan. Subject to certain express limits of the 2014 Plan, shares available for award purposes under the 2014 Plan generally may be used for any type of award authorized under that plan including options, stock appreciation rights, restricted stock, restricted stock units, and other stock based awards. The number of common shares reserved and available for delivery under the 2014 Plan is subject to adjustment.

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

Information concerning the independence of our directors, certain relationships, and related transactions during 2022, 2023, and our policies with respect to such transactions is set forth under the captions "Board of Directors" and "Related Party Transactions" in our proxy statement and is incorporated herein by reference.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

Information concerning principal accountant fees and services is set forth under the captions "Items You May Vote On—Ratification of the Appointment of Independent Registered Public Accounting Firm," "Audit Committee—Audit, Audit-Related, and Other Non-Audit Services," and "Audit Committee—Pre-Approval Policies" in our proxy statement and is incorporated herein by reference.

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#### **PART IV**

#### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

- (a) *Financial Statements and Schedules*

The following financial statements and schedules listed below are included in this Form 10-K:

Financial Statements (See Item 8)

Schedule II

All other schedules are omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedules.

(b) *Exhibits*

**EXHIBIT INDEX**

Exhibit Number	Exhibit Description	Incorporated by Reference		Filed Herewith	
		Form	File No.	Filing Date	
2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of June 4, 2018, by and among Joseph T. Ryerson &amp; Son, Inc., Hunter MergerCo, Inc., Central Steel and Wire Company, and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the Stockholder Representative thereunder.*</u></a>	8-K	001-34735	June 5, 2018	
3.1	<a href="#"><u>Form of Third Amended and Restated Certificate of Incorporation of Ryerson Holding Corporation.</u></a>	S-1/A-22	333-164484	August 6, 2014	
3.2	<a href="#"><u>Form of Amended and Restated Bylaws of Ryerson Holding Corporation.</u></a>	S-1/A-15	333-164484	May 6, 2013	
4.1	<a href="#"><u>Form of Common Stock Certificate of Ryerson Holding Corporation.</u></a>	10-K	001-34735	March 9, 2016	

4.2	<a href="#"><u>Form of Investor Rights Agreement, by and among Ryerson Holding Corporation, Platinum Equity Capital Partners, L.P., Platinum Equity Capital Partners-PF, L.P., Platinum Equity Capital Partners-A, L.P., Platinum Equity Capital Partners II, L.P., Platinum Equity Capital Partners-PF II, L.P., Platinum Equity Capital Partners-A II, L.P. and Platinum Rhombus Principals, LLC.</u></a>	S-1/A-15	333-164484	May 6, 2013
4.4	<a href="#"><u>Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</u></a>			X
10.1	<a href="#"><u>Ryerson Nonqualified Savings Plan.</u></a>	S-4/A-2	333-152102	February 24, 2009
10.2	<a href="#"><u>Ryerson Annual Incentive Plan (as amended through June 14, 2007).</u></a>	S-1	333-164484	January 22, 2010
10.3	<a href="#"><u>Ryerson Holding Corporation 2014 Omnibus Incentive Plan.</u></a>	S-1/A-21	333-164484	July 24, 2014

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10.4	<a href="#"><u>Offer Letter Agreement, dated May 7, 2015, by and between Ryerson Holding Corporation and Edward J. Lehner.</u></a>	8-K	001-34735	May 8, 2015
10.5	<a href="#"><u>Confidentiality, Non-Competition and Non-Solicitation Agreement, dated June 1, 2015, by and between Ryerson Holding Corporation and Edward J. Lehner.</u></a>	8-K	001-34735	June 5, 2015
10.6	<a href="#"><u>Form of 2015 Restricted Stock Unit Agreement.</u></a>	10-Q	001-34735	August 12, 2015

10.7	<a href="#">Form of 2015 Performance Unit Agreement.</a>	10-Q	001-34735	August 12, 2015	
10.8	<a href="#">Form of Director and Officer Indemnification Agreement.</a>	S-1/A18	333-164484	March 27, 2014	
10.9	<a href="#">Employment Agreement, dated January 3, 2005, between Ryerson Tull, Inc. and Michael Burbach, as amended.</a>	10-Q	001-34735	May 7, 2015	
10.10	<a href="#">Directors Compensation Summary Sheet.</a>				X
10.6	<a href="#">Form of 2015 Restricted Stock Unit Agreement.</a>	10-Q	001-34735	August 12, 2015	
10.7	<a href="#">Form of 2015 Performance Unit Agreement.</a>	10-Q	001-34735	August 12, 2015	
10.8	<a href="#">Form of Director and Officer Indemnification Agreement.</a>	S-1/A18	333-164484	March 27, 2014	
10.9	<a href="#">Employment Agreement, dated January 3, 2005, between Ryerson Tull, Inc. and Michael Burbach, as amended.</a>	10-Q	001-34735	May 7, 2015	
10.10	<a href="#">Directors Compensation Summary Sheet.</a>	10-K	001-34735	March 9, 2016	
10.11	<a href="#">Credit Agreement, dated as of July 24, 2015, among Ryerson Holding Corporation, Joseph T. Ryerson &amp; Son, Inc., Sunbelt-Turret Steel, Inc., Turret Steel Industries, Inc., Imperial Trucking Company, LLC, Wilcox-Turret Cold Drawn, Inc., Fay Industries, Inc., Ryerson Procurement Corporation, Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto from time to time, and Bank of America, N.A., as the administrative agent and collateral agent.</a>	8-K	001-34735	July 29, 2015	

10.12 [Amendment No. 1, dated as of November 16, 2016, to the Credit Agreement, dated as of July 24, 2015, by and among Ryerson Holding Corporation, Joseph T. Ryerson & Son, Inc., Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto from time to time, and Bank of America, N.A., as the administrative agent and collateral agent.](#) 8-K 001-34735 November 17, 2016

10.13 [Security Agreement, dated as of July 24, 2015, Ryerson Holding Corporation, Joseph T. Ryerson & Son, Inc. \("Ryerson"\), and the domestic subsidiaries of Ryerson from time to time party thereto in their capacities as pledgors, assignors and debtors thereunder in favor of Bank of America, N.A., in its capacity as collateral agent, as pledgee, assignee and secured party for the benefit of the secured parties.](#) 8-K 001-34735 July 29, 2015

10.14 [Canadian Security Agreement dated as of July 24, 2015 between Ryerson Canada, Inc. and Bank of America, N.A., in its capacity as collateral agent.](#) 8-K 001-34735 July 29, 2015

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10.15 [Canadian Security Agreement dated as of July 24, 2015 between Turret Steel Canada, ULC, and Bank of America, N.A., in its capacity as collateral agent.](#) 8-K 001-34735 July 29, 2015

10.16	<a href="#"><u>Amendment No. 2, dated as of June 28, 2018 to Credit Agreement dated as of July 24, 2015, among Ryerson Holding Corporation, Joseph T. Ryerson &amp; Son, Inc., Wilcox-Turret Cold Drawn, Inc., Ryerson Procurement Corporation, Southern Tool Steel, LLC, Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto, and Bank of America, N.A., as the administrative agent and collateral agent.</u></a>	8-K	001-34735	June 29, 2018
10.17	<a href="#"><u>Amendment No. 3, dated as of September 23, 2019 to Credit Agreement dated as of July 24, 2015, among Ryerson Holding Corporation, Joseph T. Ryerson &amp; Son, Inc., Wilcox-Turret Cold Drawn, Inc., Ryerson Procurement Corporation, Southern Tool Steel, LLC, Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto, and Bank of America, N.A., as the administrative agent and collateral agent.</u></a>	8-K	001-34735	September 27, 2019
10.18	<a href="#"><u>Amendment No. 4, dated as of November 5, 2020 to Credit Agreement dated as of July 24, 2015, among Ryerson Holding Corporation, Joseph T. Ryerson &amp; Son, Inc., Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto, and Bank of America, N.A., as the administrative agent and collateral agent.</u></a>	8-K	001-34735	November 9, 2020

10.19	<a href="#"><u>Amendment No. 5, dated as of June 29, 2022 to Credit Agreement dated as of July 24, 2015, among Ryerson Holding Corporation, Joseph T. Ryerson &amp; Son, Inc., Ryerson Canada, Inc., and each of the other borrowers and guarantors, the lenders party thereto, and Bank of America, N.A., as the administrative agent and collateral agent.</u></a>	8-K	001-34735	June 29, 2022
10.20	<a href="#"><u>Employment Agreement, dated February 22, 2021, between Ryerson Holding Corporation and James Claussen, as amended and restated.</u></a>	10-K	001-34735	February 24, 2021
10.21	<a href="#"><u>Ryerson Holding Corporation Stock Option Grant Notice</u></a>	10-Q	001-34735	May 5, 2021
21.1 10.22	<a href="#"><u>List Form of Subsidiaries retention bonus agreement for Edward J. Lehner, President and Chief Executive Officer and Director of Ryerson Holding Corporation, the Company</u></a>			X
23.1 19.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm, Ryerson Holding Corporation Insider Trading Policy</u></a>			X
21.1	<a href="#"><u>List of Subsidiaries of Ryerson Holding Corporation.</u></a>			X
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>			X

31.1	<a href="#"><u>Certificate of the Principal Executive Officer of the Company, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>	X
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31.2	<a href="#"><u>Certificate of the Principal Financial Officer of the Company, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>	X
32.1	<a href="#"><u>Written Statement of Edward J. Lehner, President and Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u></a>	X
32.2	<a href="#"><u>Written Statement of James J. Claussen, Executive Vice President &amp; Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u></a>	X

101.INS.9	<a href="#">Ryerson Holding Corporation Clawback Policy</a>	Inline XBRL Instance Document t – the instance document t does not appear in the Interactive e Data File because its XBRL tags are embedde d within the Inline XBRL document t.	X
7.1			
101.SCH	Inline XBRL Taxonomy Extension Schema Document. With Embedded Linkbases Document		X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.		X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.		X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.		X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.		X

104 Cover Page Interactive Data File (embedded  
within the Inline XBRL document)

\* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Ryerson agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule or exhibit upon request, subject to Ryerson's right to request confidential treatment of any requested schedule or exhibit.

\*\* Furnished herewith.

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### SIGNATURES

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

**RYERSON HOLDING CORPORATION**

By: /s/ James J. Claussen

James J. Claussen

Executive Vice President and Chief  
Financial Officer (Duly authorized signatory  
and principal financial officer of the  
registrant)

Date: February 22, 2023 February 21, 2024

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

Signature	Title	Date
<u>/s/ Edward J. Lehner</u> Edward J. Lehner	President and Chief Executive Officer (Principal Executive Officer), Director	<u>February 22,</u> <u>2023</u> <u>21, 2024</u>

/s/ James J. Claussen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2023 21, 2024
James J. Claussen		
/s/ Molly D. Kannan	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	February 22, 2023 21, 2024
Molly D. Kannan		
/s/ Kirk K. Calhoun	Director	February 22, 2023 21, 2024
Kirk K. Calhoun		
/s/ Court D. Carruthers	Director	February 22, 2023 21, 2024
Court D. Carruthers		
/s/ Eva M. Kalawski	Director	February 22, 2023 21, 2024
Eva M. Kalawski		
/s/ Jacob Kotzubei	Director	February 22, 2023 21, 2024
Jacob Kotzubei		
/s/ Stephen P. Larson	Director	February 22, 2023 21, 2024
Stephen P. Larson		
/s/ Philip E. Norment	Director	February 22, 2023 21, 2024
Philip E. Norment		
/s/ Mary Ann Sigler	Director	February 22, 2023 21, 2024
Mary Ann Sigler		

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**Exhibit 4.4**

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

The following summary describes the material terms of the securities of Ryerson Holding Corporation (the "Company") that are registered under Section 12 of the Securities Exchange Act of 1934, as amended. This description also summarizes relevant provisions of Delaware law. The following summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, applicable law and our amended and restated certificate of incorporation and our bylaws, copies of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.4 is a part. We encourage you to read our certificate of incorporation, our bylaws and the applicable provisions of Delaware law for additional information.

Our amended and restated certificate of incorporation provides that our authorized capital stock consists of 100 million shares of common stock, par value \$0.01 per share, and 7 million shares of preferred stock, par value \$0.01 per share, that are undesignated as to series.

The holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and are not entitled to cumulative votes with respect to the election of directors. The holders of common stock are entitled to receive dividends as may be declared by our Board of Directors out of legally available funds. Upon our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets that are legally available for distribution after payment of all debts and other liabilities, subject to the prior rights of any holders of preferred stock then outstanding. The holders of common stock have no other preemptive, subscription, redemption, sinking fund or conversion rights. All outstanding shares of our common stock are fully paid and nonassessable. The shares of common stock to be issued upon completion of the offering will also be fully paid and nonassessable. The rights, preferences and privileges of holders of common stock are subject to, and may be negatively impacted by, the rights of the holders of shares of any series of preferred stock which we may designate and issue in the future.

Our transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC.

Our common stock is listed on the New York Stock Exchange under the symbol "RYI."

### **Anti-Takeover Provisions of Delaware Law**

We are subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns or, in the case of affiliates or associates of the corporation, within three years prior to the determination of interested stockholder status, owned 15% or more of a corporation's voting stock.

The existence of this provision could have anti-takeover effects with respect to transactions not approved in advance by our Board of Directors, such as discouraging takeover attempts that might result in a premium over the market price of our common stock. For these purposes Platinum Equity, LLC ("Platinum"), does not constitute "interested stockholders."

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Stockholders are not entitled to cumulative voting in the election of directors. The authorization of undesignated preferred stock makes it possible for our Board of Directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to effect a change of control of our company. The foregoing provisions of our amended and restated certificate of incorporation and the Delaware General Corporation Law may have the effect of deterring or discouraging hostile takeovers or delaying changes in control of our company.

### **Charter and Bylaws Anti-Takeover Provisions**

Our amended and restated certificate of incorporation and our amended and restated bylaws each provide that on and following the date that Platinum no longer beneficially owns a majority of the voting power of all of our capital stock, any action required or permitted to be taken by our stockholders at an annual meeting or special meeting of the

stockholders may only be taken at such annual or special meeting, and not by written consent without a meeting, if it is properly brought before such annual or special meeting.

Our amended and restated certificate of incorporation provides that our Board of Directors will be divided into three classes of directors, with the number of directors in each class to be as nearly equal as possible. Our classified board staggers terms of the three classes and, following the initial public offering of 11 million of our common stock completed on August 13, 2014, was implemented through one, two and three-year terms for the initial three classes, followed in each case by full three-year terms. With a classified board, only one-third of the members of our Board of Directors are elected each year. This classification of directors has the effect of making it more difficult for stockholders to change the composition of our Board of Directors. Our amended and restated certificate of incorporation and our amended and restated bylaws provide that the number of directors will be fixed from time to time exclusively pursuant to a resolution adopted by our Board of Directors, but must consist of not less than three directors. This provision prevents stockholders from circumventing the provisions of our classified board.

Our amended and restated certificate of incorporation provides that, on and following the date that Platinum no longer beneficially owns a majority of the voting power of all of our capital stock, the affirmative vote of the holders of at least 66 2/3% of the voting power of our issued and outstanding capital stock, voting together as a single class, is required for the following:

- alteration, amendment or repeal of the staggered Board of Directors provisions in our amended and restated certificate of incorporation; and
- alteration, amendment or repeal of certain provisions of our amended and restated bylaws, including the provision relating to our stockholders' ability to call special meetings, notice provisions for stockholder business to be conducted at an annual meeting, requests for stockholder lists and corporate records, nomination and removal of directors and filling of vacancies on our Board of Directors.

Our amended and restated certificate of incorporation provides for the issuance by the Board of Directors of up to 7 million shares of preferred stock, with voting power, designations, preferences and other special rights. The issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect the rights and powers, including voting rights, of holders of common stock. In certain circumstances, such issuance could have the effect of decreasing the market price of the common stock. Preferred stockholders could also make it more difficult for a third party to acquire our company. No shares of preferred stock are outstanding and we currently have no plans to issue any shares of preferred stock.

Our amended and restated bylaws establish an advance notice procedure for stockholders to bring matters before special stockholder meetings, including proposed nominations of persons for election to our Board of Directors. These procedures specify the information stockholders must include in their notice and the timeframe in which they must give us notice. At a special stockholder meeting, stockholders may only consider nominations or proposals specified in the notice of meeting. A special stockholder meeting for any purpose may only be called by our Board of Directors, our Chairman, our Chief Executive Officer or, prior to the date that Platinum no longer beneficially owns a majority of the voting power of all of our capital stock, the holders of a majority of the voting power of our then outstanding voting stock.

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Our amended and restated bylaws do not give the Board of Directors the power to approve or disapprove stockholder nominations of candidates or proposals regarding other business to be conducted at a meeting. However, our amended and restated bylaws may have the effect of precluding the conduct of that item of business at a meeting if the proper procedures are not followed. These provisions may discourage or deter a potential third party from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of our company.

The foregoing provisions of our amended and restated certificate of incorporation, our amended and restated bylaws and the Delaware General Corporation Law may have the effect of deterring or discouraging hostile takeovers or delaying changes in control of the company.

#### **Limitation on Liability and Indemnification of Directors and Officers**

Our amended and restated certificate of incorporation and bylaws limit our directors' and officers' liability to the fullest extent permitted under Delaware corporate law. Specifically, our directors and officers are not liable to us or our stockholders for monetary damages for any breach of fiduciary duty by a director or officer, except for liability:

- for any breach of the director's or officer's duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law; or
- for any transaction from which a director or officer derives an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The provision regarding indemnification of our directors and officers in our amended and restated certificate of incorporation will generally not limit liability under state or federal securities laws.

Delaware law and our amended and restated certificate of incorporation and bylaws provide that we will, in certain situations, indemnify any person made or threatened to be made a party to a proceeding by reason of that person's former

or present official capacity with our company against judgments, penalties, fines, settlements and reasonable expenses including reasonable attorney's fees. Any person is also entitled, subject to certain limitations, to payment or reimbursement of reasonable expenses in advance of the final disposition of the proceeding. In addition, Ryerson is party to certain indemnification agreements pursuant to which it has agreed to indemnify the employees who are party thereto.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

#### **DIRECTORS COMPENSATION SUMMARY SHEET**

#### **Exhibit 10.10**

Independent directors receive compensation for board service, paid in arrears on a quarterly basis within 45 days of the end of each quarter. The compensation consists of an annual cash retainer, additional annual cash retainers for committee chairs, annual stock retainer, and fees for meeting attendance, as follows:

##### **Annual cash retainers**

Each director \$165,000

Committee Chairs (in addition to regular director retainer)

Audit Committee \$15,000

Compensation Committee \$10,000

Nominating and Corporate Governance Committee \$10,000

##### **Annual stock retainer**

Each director \$35,000

##### **Meeting attendance fees**

Board Meetings \$2,000 per meeting

Committee Meetings (paid to committee members only) \$1,500 per meeting

**[FORM OF BONUS LETTER AGREEMENT]**

In recognition of your contributions to our performance for the fiscal year ended [ ], the Board of Directors (the “**Board**”) of Ryerson Holding Corporation (the “**Company**”) has decided to pay you a one-time special bonus (the “**Bonus**”) in accordance with the terms of this letter agreement (this “**Agreement**”).

**Bonus**

Subject to the conditions of this Agreement, the Company will pay you, or cause to be paid to you, a Bonus equal to \$[ ] (the “**Bonus Amount**”), in a lump sum cash payment, on [ ], subject to all applicable legally required deductions and tax withholdings as well as any other voluntary deductions and withholdings authorized by you. If prior to the third anniversary of [ ], you either resign for any reason other than “Good Reason” (as defined in that certain [ ](the “**Agreement**”)) or your employment with the Company is terminated by the Company for Cause (as defined in the Agreement) (each, a “**Disqualifying Termination**”), in each case, other than due to your death or permanent disability (as determined by the Board in its good faith discretion), you will be required to pay back a portion of your Bonus equal to the product of the (x) Bonus Amount *times* (y) the Repayment Percentage (as defined below).

For purposes of this Agreement, “**Repayment Percentage**” will be equal to (x) 100% in connection with any Disqualifying Termination that occurs on or prior to [the first anniversary], (y) 66.67% in connection with any Disqualifying Termination that occurs between the [first anniversary] and [the second anniversary], and (z) 33.33% in connection with any Disqualifying Termination that occurs between [the second anniversary] and [the third anniversary]. For example, if you experience a Disqualifying Termination on [date], [x]% of your Bonus Amount will be subject to repayment.

If you are required to repay any portion of the Bonus, as provided above, you will be required to make such repayment to the Company within sixty (60) days following your last date of employment with the Company.

**Other Terms**

The Bonus will be in addition to (and will not be in lieu of) any annual bonus or other incentive compensation amounts you may otherwise be entitled to receive from the Company under that certain Agreement, by and between you and the Company and will not be taken into account in computing the amount of salary or compensation to determine any bonus, retirement, or other benefit under any Company benefit plan or

arrangement, unless such plan or arrangement expressly provides otherwise. Nothing in this Agreement is intended to suggest any guaranteed period of continued employment and your employment will at all times continue to be terminable by you or your employer.

This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) will be governed by and construed in all respects in accordance with the law of the State of Illinois. Further, by signing below, you consent to the exclusive jurisdiction of the state and federal courts located in the State of Illinois.

*[Signature Pages Follow.]*

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I look forward to your continued contribution to the success of the Company. In order for this Agreement to be valid and binding, please acknowledge your agreement and acceptance of the terms of this Agreement by signing below and returning the original copy to me as soon as possible.

**Sincerely,**

**RYERSON HOLDING CORPORATION**

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**Agreed and Accepted:**

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# Ryerson Holding Corporation

## INSIDER TRADING AND

## CONFIDENTIALITY POLICY STATEMENT

Adopted [□], 2024

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To: All Company Personnel

### Introduction

This statement represents the Insider Trading and Confidentiality Policy (the “Policy”) adopted by the Board of Directors of Ryerson Holding Corporation (the “Company”) with respect to (i) the trading of securities issued by the Company, including, without limitation, common stock, convertible or derivative securities and debt securities (collectively, the “Company Securities”) and (ii) the receipt and use of material non-public information by officers, directors and employees of the Company and its subsidiaries (collectively, “Company Personnel”). Generally, immediate family members of Company Personnel, entities controlled or influenced by Company Personnel and specifically designated outsiders who have access to material non-public information of the Company should also be considered to be subject to this Policy.

## Material non-public information

As an essential part of their work for the Company and its subsidiaries, Company Personnel use or have access to material non-public information. Those persons who possess or monitor such information hold a special position of trust and confidence toward it. Courts and the Securities and Exchange Commission administrative decisions interpreting the anti-fraud provisions of the securities laws generally make it unlawful for any person to trade securities while in possession of material non-public information, or to selectively disclose such information to others who may trade. Violation of these provisions may result in civil and criminal penalties, including fines and jail sentences. Although there are exceptions to these prohibitions, these exceptions are limited.

**“Non-public”** information is any information that has not been disclosed generally to the marketplace. Information received about a company under circumstances which indicate that such information is not yet in general circulation should be considered non-public. Non-public information relating to the Company is the property of the Company, and the unauthorized disclosure of such information is forbidden.

**“Material”** information is any information, positive or negative, about a company or the market for a company’s securities, which is likely to be considered important by a reasonable investor in determining whether to trade. While it is not possible to identify in advance all information that will be considered material, some examples include: earnings, dividend actions, mergers and acquisitions, major new products, major personnel changes, unusual gains or losses in operations, internal financial information which departs in any way from market expectations or the acquisition or loss of a major contract, important financial transaction, or cybersecurity incidents or breaches. We emphasize that this list is merely illustrative; courts have historically given a broad interpretation to what is deemed “material” information.

### Ryerson Policy – No trading while in possession of material non-public information

Except as described in this Policy, the Company, including its subsidiaries, and Company Personnel are prohibited from trading (purchasing or selling, or offering to purchase or

sell) in Company Securities while in possession of material non-public information regarding the Company or any subsidiary thereof.

### **Ryerson Policy – No disclosure of material non-public information**

Company Personnel in possession of material non-public information may be in a position to communicate or disclose such information to a third party (a “tippee”) who profits financially by buying or selling or in some other way dealing in the Company’s stock. For anyone to pass on, or “tip” the information to someone who gains personal benefit is illegal. You can be held liable for transactions affected by a tippee, or even a tippee of a tippee. Except as described in this Policy, Company Personnel are prohibited from disclosing any material non-public information to third parties.

On occasion, it may be necessary to disclose material non-public information regarding the Company or a subsidiary thereof to persons outside the Company for legitimate business reasons. In such circumstances, the information should not be conveyed until an understanding, preferably in writing, has been reached that such information is not to be used for trading purposes and may not be further disclosed other than for legitimate business reasons; provided, that such understanding need not be reached in connection with the disclosure of such information to the Company’s legal counsel or independent auditors in connection with their provision of services to the Company or its subsidiaries.

### **Business partners’ material non-public information**

This Policy and the guidelines described herein also apply to disclosure of material non-public information relating to other companies, including the Company’s customers, vendors, or suppliers (“business partners”), and to trading in other companies’ securities, when that information is obtained in the course of employment with, or other services performed on behalf of, the Company or its subsidiaries. Civil and criminal penalties may result from trading on inside information regarding the Company’s business partners. All employees should treat material non-public information about the Company’s business partners with the same care required with respect to information related directly to the Company.

### **Additional restrictions**

In addition to the above restrictions relating to the receipt and use of material non-public information, Company Personnel are required to trade Company Securities in strict accordance with the guidelines set forth herein, including as to the types of Company Securities that Company Personnel are permitted to trade and, for certain Company Personnel, the timing of such trades.

The Company considers it improper and inappropriate for Company Personnel to engage in speculative transactions in Company Securities. Therefore, it is the Company's policy that Company Personnel may not engage in any of the following transactions:

- Short Sales. Short sales of Company Securities evidences an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller lacks confidence in the Company and its short-term

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prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of Company Securities by Company Personnel are strictly prohibited.

- Publicly Traded Options. A transaction in options is, in effect, a bet on the short-term movement of the Company's stock price and therefore creates the appearance that a person is trading based on inside information. Transactions in options also may focus the attention of Company Personnel on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions by Company Personnel in puts, calls or other derivative securities, on an exchange or in any other organized market, are strictly prohibited.
- Speculation and Hedging. Short-term speculation based on fluctuations in the market for Company Securities may be distracting, and may unduly focus the Company's directors, officers and employees on the Company's short-term stock market performance. Furthermore, such activities may put the potential for personal gain in conflict with the best interests of the Company and its securityholders or create the appearance of improper or inappropriate conduct involving Company Securities. As such, Company Personnel may not engage in any hedging or monetization transactions with respect to Company Securities, including by trading in put or call options, warrants, swaps, forwards, collars, units of exchangeable funds and other derivatives or similar instruments that are designed to or that may reasonably be expected to have the effect

of hedging or offsetting a decrease in the market value of any Company Securities, or by selling Company Securities "short."

- Pledging. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on a loan. Because a margin sale or foreclosure sale may occur at a time when a person is aware of material, non-public information or otherwise not permitted to trade in Company Securities, Company Personnel are prohibited from holding Company Securities in a margin account or otherwise pledging Company Securities in any way, including as collateral for a loan.
  - o Notwithstanding the foregoing, the chief legal officer of the Company may, on a case by-case basis, authorize the pledging of Company Securities due to significant financial or other hardship on the part of a particular Company Personnel. Among the other factors that will be considered in determining whether to permit any particular transaction are the degree and nature of the hardship, the amount of securities involved, and the timing and terms of the proposed transaction. The grant of any exception to this Policy is solely within the discretion of the chief legal officer of the Company and will only be considered in extraordinary circumstances. The chief legal officer of the Company may request whatever information he or she deems necessary or appropriate in making

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any such determination. Any exception must be approved in advance of the transaction so Company Personnel seeking an exception should seek such approval sufficiently far in advance to permit an adequate amount of time to consider the request. Any exception granted by chief legal officer of the Company will be reported to the Compensation Committee at its next meeting following such grant.

The foregoing bullet points assume with respect to Company Securities that such Company Securities have been registered with the Securities and Exchange Commission and have been listed on a national stock exchange.

### **Short-term trading (certain Company Personnel only)**

Section 16 of the Securities Exchange Act of 1934 imposes reporting requirements and trading restrictions on the Company's officers, directors, and individuals who own 10% or more of a class of Company Securities. Section 16 requires them to file reports with the Securities and Exchange Commission of transactions and holdings involving the Company Securities and disgorge to the Company any profits realized on "short-swing transactions" (i.e., any purchase and sale, or sale and purchase, of the Company Securities within a period of less than 6 months); and refrain from engaging in short sales of the Company Securities. It is Company policy that directors and officers of the Company and its subsidiaries who purchase Company Securities in the open market may not sell any Company Securities of the same class during the 6 months following the purchase, nor may directors and officers of the Company and its subsidiaries purchase Company Securities for 6 months following a sale. This prohibition applies only to purchases in the open market, and not to stock option exercises or other employee benefit plan acquisitions or other transactions to which Section 16 does not apply.

### **Trading windows (certain Company Personnel only)**

Company Personnel with access to the Company's quarterly earnings information (regardless of whether such access is to the quarterly earnings information of the Company as a whole or only one or more of the Company's subsidiaries) prior to the release of such information to the public are permitted to trade Company Securities only during four yearly "window periods." The four window periods are the 30-day periods commencing on the second trading day following the date of release to the public of the Company's earnings for the prior fiscal quarter. Generally, the earnings release will occur between 25 and 45 days after the end of each fiscal quarter. For example, if the earnings for the fiscal quarter ended on March 31st are released on May 8th, trades may be made only during the 30-day period commencing on May 10th (assuming May 8, 9 and 10 are trading days that year).

## Prior notice to chief legal officer (certain Company Personnel only)

All Company Personnel required to trade during window periods are required to contact the Company's chief legal officer prior to any trade in Company Securities at any time of the year, whether during a window period or not. Such Company Personnel wishing to trade other than during a window period may make application for an exception to this Policy based on good cause. Applications for an exception must be made for each transaction, prior to the transaction, and will be reviewed and decided in management's sole discretion.

Company officers and directors are required to contact the chief legal officer prior to making any trades so that appropriate filings, if any, with the Securities and Exchange Commission can be coordinated. Note, however, that the officer or director, and not the Company, has the responsibility to ensure that required filings are made on a timely basis. The Company is happy to assist officers and directors in this regard.

## Exercise of stock options

Please note that the restrictions outlined above do not apply to or affect the ability of Company Personnel to exercise stock options; however, they do apply to the sale of the shares issued upon exercise of such stock options, including any sale of stock as part of a broker-assisted cashless exercise of any option.

## Pension plan blackout periods (certain Company Personnel only)

Company officers and directors are prohibited from, directly or indirectly, selling shares of Company common stock during a pension plan blackout period (as defined in Rule 100(b) of Regulation BTR) that temporarily prevents plan participants or beneficiaries from engaging in equity securities transactions through their plan accounts; provided, however that, with the prior approval of the Company, an officer or director may sell shares of Company common stock during a pension plan blackout period if the officer or director can conclusively demonstrate that those shares of Company common stock were not acquired in connection with his or her service or employment as a director or officer of the Company.

## Rule 10b5-1 trading plans

Purchases or sales of Company Securities made pursuant to, and in compliance with, a written plan that meets the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (a "Rule 10b5-1 Plan") may be made without restriction to any particular period provided

that (i) the Rule 10b5-1 Plan was established in good faith, in compliance with the requirements of Rule 10b5-1, at the time when such individual was not in possession of material nonpublic information about the Company or its subsidiaries and the Company had not imposed any trading blackout period, (ii) at the time of the adoption of the Rule 10b5-1 Plan, such individual certifies in writing that he or she is not in possession of material nonpublic information about the Company or its subsidiaries and that he or she is adopting the plan in good faith and not as part of a plan or scheme to evade the prohibitions of Exchange Act Section 10(b) and Exchange Act Rule 10b-5, (iii) such individual agrees to make such amendments and modifications to the Rule 10b5-1 Plan as are requested by the Company to comply with applicable legal requirements and Company policies, (iv) the Rule 10b5-1 Plan

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includes in its documentation the specific amount, price and timing of the trade, or the formula for determining the amount, price and timing, and remains beyond the scope of the individual's influence after implementation, (v) the Rule 10b5-1 Plan allows for the cancellation of a transaction and/or suspension of such Rule 10b5-1 Plan upon notice and request by the Company to the Rule 10b5-1 Plan if the Rule 10b5-1 Plan or any proposed trade (a) fails to comply with applicable laws (i.e., exceeding the number of shares that may be sold under Rule 144) or (b) would create material adverse consequences for the Company and (vi) the Rule 10b5-1 Plan includes the applicable "cooling-off" period between the date of entry into the Rule 10b5-1 Plan and the first possible transactions thereunder pursuant to Rule 10b5-1, as detailed below. An individual entering into a Rule 10b5-1 Plan must continue to act in good faith from the time of adoption through the term of the Rule 10b5-1 Plan. Any individual wishing to adopt, modify or terminate a Rule 10b5-1 Plan must notify the Company of, and receive approval from the Company for, such adoption, modification or termination prior to the effectiveness thereof. Please see the section titled "Notification and approval of Trading Plans" below for more information.

Any Rule 10b5-1 Plan must include the applicable cooling-off period between the date of entry into or modification of the Rule 10b5-1 Plan and the first possible transactions thereunder. For

directors and officers, a Rule 10b5-1 Plan may not commence purchases or sales until the later of: (1) 90 days after the adoption of the Rule 10b5-1 Plan or (2) two business days following the disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the Rule 10b5-1 Plan was adopted (but in any event, the required cooling-off period is subject to a maximum of 120 days after adoption of the Rule 10b5-1 Plan). For persons other than directors and officers, the cooling-off period is 30 days.

Subject to the exceptions enumerated in Rule 10b5-1, individuals may not have more than one operative Rule 10b5-1 Plan at a time. Further, only one Rule 10b5-1 Plan designed to effect the open-market purchase or sale of the total amount of securities in a single transaction is permitted in any 12-month period, except with respect to a Rule 10b5-1 Plan that only authorizes qualified sell-to-cover transactions.

### **Notification and approval of Trading Plans**

Any form of Rule 10b5-1 Trading Plan or other planned trading arrangement (any such arrangement, including any Rule 10b5-1 Plan, a "Trading Plan"), and any modification, amendment, or termination thereof, must be reviewed and approved by the chief legal officer of the Company prior to entry into, or modification, amendment, or termination of, the Trading Plan. The Company is required to disclose the fact that a director or an officer has entered into, modified or terminated a Rule 10b5-1 Plan or certain other Trading Plans in its Forms 10-Qs and 10-K covering the fiscal period during which the Trading Plan is adopted, as well as a description of the material terms of the Trading Plan, including the name and title of the director or officer, the date of adoption or termination of the Trading Plan, the duration of the Trading Plan and the aggregate number of securities to be sold or purchased under the Trading Plan. The chief legal officer of the Company may require that the form of Trading Plan be modified to address the requirements discussed above.

### **Post-employment obligations**

Please note that this Policy continues to apply to transactions in Company Securities even after employment with, or tenure as a director of, the Company has terminated. If Company Personnel are in possession of material non-public information when his or her employment, or tenure as a director, terminates, he or she may not trade in Company Securities until that information has been publicly released for at least one full business day.

## Questions

If there are any questions relating to this statement, or the applicability or interpretation of the standards discussed in this statement, please feel free to contact the Company's chief legal officer for clarification and guidance prior to trading or the disclosure of any information.

## Compliance

We expect the strictest compliance with these procedures by all Company Personnel at every level. Failure to observe them may result in serious legal difficulties for you, as well as the Company. A failure to follow their letter and spirit would be considered a matter of extreme seriousness. Additionally, all persons subject to this Policy should keep information concerning the operation of this Policy in strict confidence, such as any suspension of the trading window, which in and of itself may constitute material non-public information. All Company Personnel must execute a certificate in the form attached hereto as Exhibit A, pursuant to which they certify that, among other things, such persons are currently, and will continue to be, in compliance with this Policy.

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Exhibit A

**RYERSON HOLDING CORPORATION**  
**INSIDER TRADING AND CONFIDENTIALITY POLICY STATEMENT**  
**CERTIFICATION OF COMPLIANCE**

I, the undersigned officer, director or employee of Ryerson Holding Corporation and/or one or more of its subsidiaries, have read the attached Insider Trading and Confidentiality Policy Statement, I understand the terms of that Policy and will comply with that Policy while I am an officer, director or employee of Ryerson Holding Corporation and/or one or more of its subsidiaries.

(Signature)

Name:

Title:

DATE: \_\_\_\_\_

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**Exhibit 21.1**

**SIGNIFICANT SUBSIDIARIES OF RYERSON HOLDING CORPORATION**

Ryerson Holding Corporation, a Delaware corporation, owns, directly or indirectly, the following significant subsidiaries:

<b>Name of Subsidiary</b>	<b>State or Jurisdiction of Incorporation or Organization</b>
Joseph T. Ryerson & Son, Inc.	Delaware
Ryerson Procurement Corporation	Delaware

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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

- (1) Registration Statement (Form S-8 No. 333-236890) 333-272507 pertaining to the Second Amended and Restated 2014 Omnibus Incentive Plan of Ryerson Holding Corporation, and
- (2) Registration Statement (Form S-3 S-3ASR No. 333-252568) 333-276694 of Ryerson Holding Corporation;

of our reports dated February 22, 2023 February 21, 2024, with respect to the consolidated financial statements, and schedules of Ryerson Holding Corporation the financial statement schedule and the effectiveness of internal control over financial reporting of Ryerson Holding Corporation and Subsidiary Companies, included in this Annual Report (Form 10-K) of Ryerson Holding Corporation and Subsidiary Companies for the year ended December 31, 2022 December 31, 2023.

/s/ Ernst & Young LLP

Chicago, Illinois

February 22, 2023 21, 2024

**CERTIFICATE OF THE  
PRINCIPAL EXECUTIVE OFFICER**

I, Edward J. Lehner, President & Chief Executive Officer and Director, certify that:

1. I have reviewed this Annual Report on Form 10-K of Ryerson Holding Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements

were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 other 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 22, 2023** February 21, 2024

Signature

e: /s/ Edward J. Lehner

Edward J. Lehner

President & Chief Executive Officer

(Principal Executive Officer), Director

**CERTIFICATE OF THE  
PRINCIPAL FINANCIAL OFFICER**

I, James J. Claussen, as Principal Financial Officer, Executive Vice President, and Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Ryerson Holding Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, 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 22, 2023** **February 21, 2024**

Signatur

e: /s/ James J. Claussen

James J. Claussen

Principal Financial Officer,

Executive Vice President & Chief Financial Officer

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**Exhibit 32.1**

**CERTIFICATIONS 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 Ryerson Holding Corporation (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"), I, Edward J. Lehner, the President and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Signatur

e: /s/ Edward J. Lehner

Edward J. Lehner

President & Chief Executive Officer

(Principal Executive Officer), Director

February **22, 2023** **21, 2024**

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**Exhibit 32.2**

**CERTIFICATIONS 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 Ryerson Holding Corporation (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"), I, James J. Claussen, the Executive Vice President & Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Signature

e: /s/ James J. Claussen  
James J. Claussen  
Executive Vice President & Chief Financial Officer

(Principal Financial Officer)

February **22, 2023** **21, 2024**

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## RYERSON HOLDING CORPORATION

POLICY FOR THE  
RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

**1. Purpose.** The purpose of this Policy is to describe the circumstances in which Executives will be required to repay or return Erroneously Awarded Compensation to members of the Company Group. Capitalized terms shall have the meanings set forth in Section 3 below. Each Executive that becomes subject to this Policy shall be required to sign and return to the Company the Acknowledgement Form attached hereto as Exhibit A pursuant to which such Executive will agree to be bound by the terms and comply with this Policy.

This Policy has been approved by the Board and shall be effective as of the Effective Date.

**2. Administration.** This Policy shall be administered by the Committee. Any determinations made by the Committee shall be final and binding on all affected individuals and their beneficiaries, heirs, executors, administrators, or other legal representatives. The Committee shall have full power and authority to (i) administer and interpret this Policy; (ii) correct any defect, supply any omission and reconcile any inconsistency in this Policy; and (iii) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of this Policy and to comply with applicable law (including Section 10D of the Exchange Act) and applicable stock market or exchange rules and regulations. Notwithstanding anything to the contrary contained herein, to the extent permitted by Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual, the Board may, in its sole discretion, at any time and from time to time, administer this Policy in the same manner as the Committee.

**3. Definitions.** For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

(a) "**Accounting Restatement**" shall mean an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement), or (ii) that corrects an error that is not material to previously issued financial statements, but would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).

(b) "**Board**" shall mean the Board of Directors of the Company.

(c) "**Clawback Eligible Incentive Compensation**" shall mean, in connection with an Accounting Restatement and with respect to each individual who served as an Executive Officer at any time during the applicable performance period for any Incentive-based Compensation (whether or not such individual is serving as an Executive Officer at the time the Erroneously Awarded Compensation is required to be repaid to the Company Group), all Incentive-based

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COMMENTS \\* UPPER \\* MERGEFORMAT

Compensation Received by such Executive (i) on or after the Effective Date, (ii) after beginning service as an Executive Officer, (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (iv) during the applicable Clawback Period.

(d) "**Clawback Period**" shall mean, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(e) "**Committee**" shall mean the Compensation Committee of the Board.

(f) "**Company**" shall mean Ryerson Holding Corporation, a Delaware corporation.

(g) "**Company Group**" shall mean the Company, together with each of its direct and indirect subsidiaries.

(h) "**Exchange Act**" means the U.S. Securities Exchange Act of 1934, as amended.

(i) "**Effective Date**" shall mean October 30, 2023.

(j) "**Erroneously Awarded Compensation**" shall mean, with respect to each Executive in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.

(k) "**Executive**" shall mean any current or former Executive Officer.

(l) "**Executive Officer**" shall mean, with respect to the Company, at any time at or following the Effective Date, (i) its president, (ii) its principal financial officer, (iii) its principal accounting officer (or if there is no such accounting officer, its controller), (iv) any vice-president in charge of a principal business unit, division or function (such as sales, administration or finance), (v) any other officer who performs a policy-making function for the Company (including any officer of the Company's parent(s) or subsidiaries if they perform policy-making functions for the Company), and (vi) any other person who performs similar policy-making functions for the Company. Identification of an Executive Officer for purposes of this Policy would include at a minimum executive officers identified pursuant to 17 C.F.R. 229.401(b).

(m) "**Financial Reporting Measures**" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and all other measures that are derived wholly or in part from such measures. Stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall for purposes of this Policy be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company's financial statements or included in a filing with the SEC.

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COMMENTS \\* UPPER \\* MERGEFORMAT

(n) "**Incentive-based Compensation**" shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(o) "**NYSE**" shall mean the New York Stock Exchange.

(p) "**Policy**" shall mean this Policy for the Recovery of Erroneously Awarded Compensation, as the same may be amended and/or restated from time to time.

(q) "**Received**" shall, with respect to any Incentive-based Compensation, mean actual or deemed receipt, and Incentive-based Compensation shall be deemed received in the Company's fiscal

period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if payment or grant of the Incentive-based Compensation occurs after the end of that period.

(r) "**Restatement Date**" shall mean the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(s) "**SEC**" shall mean the U.S. Securities and Exchange Commission.

#### 4. **Repayment of Erroneously Awarded Compensation.**

(a) In the event of an Accounting Restatement, the Committee shall promptly (and in all events within ninety (90) days after the Restatement Date) determine the amount of any Erroneously Awarded Compensation for each Executive in connection with such Accounting Restatement and shall promptly thereafter provide each Executive with a written notice containing the amount of Erroneously Awarded Compensation and a demand for recoupment, repayment or return, as applicable, of such amount. For Incentive-based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount shall be determined by the Committee 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 (in which case, the Company shall maintain documentation of such determination of that reasonable estimate and provide such documentation to NYSE).

(b) The Committee shall have broad discretion to determine the appropriate means of recovery of Erroneously Awarded Compensation based on all applicable facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery. To the extent that the Committee determines that any method of recovery (other than repayment by the Executive in a lump sum in cash or property) is appropriate, the Company shall offer to enter into a repayment agreement (in a form reasonable acceptable to the Committee) with the Executive. If the Executive accepts such offer and signs the repayment agreement within thirty (30) days after such offer is extended, the Company shall countersign such repayment agreement. If the Executive fails to sign the repayment agreement within thirty (30) days after such offer is extended, the Executive will be required to repay the Erroneously Awarded Compensation in a

lump sum in cash (or such property as the Committee agrees to accept with a value equal to such Erroneously Awarded Compensation) on or prior to the date that is one hundred twenty (120) days following the Restatement Date. For the avoidance of doubt, except as set forth in Section 4(d) below, in no event may the Company Group accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive's obligations hereunder.

(c) To the extent that an Executive fails to repay all Erroneously Awarded Compensation to the Company Group when due (as determined in accordance with Section 4(b) above), the Company shall, or shall cause one or more other members of the Company Group to, take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive. The applicable Executive shall be required to reimburse the Company Group for any and all expenses reasonably incurred (including legal fees) by the Company Group in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

(d) Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Section 4(b) or 4(c) above if the following conditions are met and the Committee determines that recovery would be impracticable:

(i) The direct expenses paid to a third party to assist in enforcing the Policy against an Executive would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Erroneously Awarded Compensation, documented such attempts and provided such documentation to NYSE;

(ii) Recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to NYSE, that recovery would result in such a violation and a copy of the opinion is provided to NYSE; or

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

5. **Reporting and Disclosure.** The Company shall file all disclosures required with respect to this Policy in accordance with the requirement of the federal securities laws, including the disclosure required by the applicable SEC filings.

6. **Indemnification Prohibition.** No member of the Company Group shall be permitted to indemnify an Executive against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims relating to the Company Group's enforcement of its rights under this Policy. Further, no member of the Company Group shall enter into any agreement that exempts any Incentive-based Compensation from the application of this Policy or that waives the Company Group's right to recovery of any Erroneously Awarded Compensation and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date).

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COMMENTS /\* UPPER /\* MERGEFORMAT

7. **Interpretation.** The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. Notwithstanding anything to the contrary herein, this Policy is intended to comply with the requirements of Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual (and any applicable regulations, administrative interpretations or stock market or exchange rules and regulations adopted in connection therewith). The provisions of this Policy shall be interpreted in a manner that satisfies such requirements and this Policy shall be operated accordingly. If any provision of this Policy would otherwise frustrate or conflict with this intent, the provision shall be interpreted and deemed amended so as to avoid such conflict. If any provision of this Policy is determined to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted by applicable law 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.

8. **Effective Date.** This Policy shall be effective as of the Effective Date.

**9. Amendment; Termination.** The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary, including as and when it determines that it is legally required by any federal securities laws, SEC rule or the rules of any national securities exchange or national securities association on which the Company's securities are listed. The Committee may terminate this Policy at any time. Notwithstanding anything in this Section 9 to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule or the rules of any national securities exchange or national securities association on which the Company's securities are listed, or cause the Company's securities to be delisted from a national securities exchange.

**10. Other Recoupment Rights; No Additional Payments.** The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or any other agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require an 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 that may be available to the Company Group under applicable law, regulation or rule or pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company Group. Any applicable award agreement or other document setting forth the terms and conditions of any compensation covered by this Policy shall be deemed to include the restrictions imposed herein and incorporate this Policy by reference and, in the event of any inconsistency, the terms of this Policy will govern. For the avoidance of doubt, this Policy applies to all compensation that is received on or after the Effective Date, regardless of the date on which the award agreement or other document setting forth the terms and conditions of the Executive's compensation became effective, including, without limitation, compensation received under the Company's Second Amended And Restated 2014 Omnibus Incentive Plan, as may be amended and restated or amended from time to time, the Executive's employment agreement, or annual incentive plan and any successor plan or agreement to each of the foregoing.

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

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### Exhibit A

#### RYERSON HOLDING CORPORATION

#### POLICY FOR THE RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION ACKNOWLEDGEMENT FORM

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the Ryerson Holding Corporation Policy for the Recovery of Erroneously Awarded Compensation (the “**Policy**”). Capitalized terms used but not otherwise defined in this Acknowledgement Form (this “**Acknowledgement Form**”) shall have the meanings ascribed to such terms in the Policy.

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned’s employment with the Company Group. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation (as defined in the Policy) to the Company Group to the extent required by, and in a manner permitted by, the Policy.

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Signature

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Print Name

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Date

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## DISCLAIMER

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