
# 2019 ANNUAL REPORT AND FORM 10-K

Mathew E. Monaghan
Chairman, President and Chief Executive Officer

April 13, 2020

**Dear Fellow Shareholders:**

*We are preparing this annual report in a global environment of unprecedented change and uncertainty. We hope that you, your families and communities are keeping safe. Invacare is proud to have a vital role in combating the COVID-19 pandemic as many of our devices are essential to patient care. We are taking necessary precautions to ensure our associates are safe and that we remain capable of producing the products that support the public health effort.*

*This annual report reflects on another year of positive improvements to the performance of our company in our multi-year plan to restore our industry leadership and financial performance as we take actions in 2020 to keep pace with rapidly changing circumstances.*

*I hope you are able to take the time to read the enclosed report and appreciate all the great work our thousands of associates are undertaking to continue improving our company's performance while supporting the urgent, unprecedented actions in our pandemic response.*

In 2019, Invacare reached a milestone, celebrating its 40th anniversary as a company devoted to helping make life's experiences possible for people with disabilities. While our mission remains the same over the past four decades, the way we operate to fulfill our commitments continues to change and improve. Last year was another year of significant transformation. In the past 12 months, we launched new products in every category, we offset most of the impact of prior tariffs and expanded margins, and we measurably reduced SG&A expenses. Our operating improvements yielded substantially better cash flow and we reduced debt. Importantly, these achievements tracked along our projected path to profitability and reinforced a strong foundation for the future.

**Transformation Highlights**

Our improved 2019 full year performance was driven by key transformational initiatives focused on product innovation and sales mix, process improvements and expanding balance sheet flexibility.

Starting with product innovation and sales mix, we made significant adjustments to our portfolio by discontinuing certain legacy products to focus on more valuable parts of our portfolio. We introduced new products that offer greater customer and clinical benefits in all categories. These innovations were driven by a customer-centric development process, resulting in new competitive offerings and feature-rich products that address core patient needs in new ways.

We also made measurable progress expanding gross margins by simplifying processes and streamlining how we work. We successfully mitigated the majority of tariff-driven cost increases with supply chain improvements, leveraging the benefits of our network of factories and suppliers. We completed the European production transfers from prior periods and saw the benefits in customer service and cost. Also, we significantly reduced SG&A expense with better alignment of resources.

Importantly, we began our multi-year global program to modernize our information technology (IT) systems. This project should improve the ease with which we transact with customers. It will modernize the tools we have to manage our operations, improve systems reliability and lower the cost of IT.

Overall, these actions led to meaningfully improved financial performance. For the full year 2019, our operating loss improved by 43% which led to a significant improvement in adjusted EBITDA and free cash flow usage.

Additionally, we improved our capital structure and strengthened our balance sheet. In the third quarter of 2019, we reduced the total debt outstanding by repurchasing $16 million of convertible notes at a discount to par, and in the fourth quarter of 2019, we extended a majority of the 2021 convertible notes to a new maturity date of November 2024 at the same interest rate. These actions enhance our financial flexibility as we continue our business transformation.

Last year's actions directly increased profitability and reflected our increased attention on lessening the environmental impact in our communities. We increasingly strive to operate in a socially responsible manner with how we source raw materials and energy, how we use recycled content and ways we improve how products are disposed. In the past year, we launched a component recycling program to reduce solid waste and expanded renewable energy contracts to power our operations. We have great engagement with our associates and their fountain of ideas for further actions.

It is vital to have a diverse Board of Directors with different perspectives on how to guide the business and tackle tough issues. We have an engaged Board that does just that and reflects a broad cross section of society, with 50% women independent directors and other members that bring other forms of diversity. Whether it is on our Board of Directors or in any of our locations, we believe that diversity will make us a stronger, more resilient company.

**Looking Ahead**

The actions we took in 2019 will enable us to continue executing our transformation plan in 2020. Over the next 12 months, we will do our part to combat the COVID-19 pandemic, help the communities where we work and continue improving Invacare's performance.

We continue to act with a purpose that echoes the same motivation of our company's founders 40 years ago. We share their passion to help people get the most out of life. And, we will continue to work to ensure Invacare thrives in the future.

On behalf of the Invacare family, I want to express my gratitude to our shareholders for your continued support. We are working hard to make Invacare strong.

Sincerely,

Matthew E. Monaghan
Chairman, President and Chief Executive Officer

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

## FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the fiscal year ended December 31, 2019**

**or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the transition period from to**

**Commission file number 1-15103**

# INVACARE CORPORATION
**(Exact name of Registrant as specified in its charter)**

| Ohio | 95-2680965 |
|---|---|
| **(State or other Jurisdiction of Incorporation or Organization)** | **(I.R.S. Employer Identification Number)** |

One Invacare Way, Elyria, Ohio 44035
**(Address of principal executive offices) (Zip Code)**
**Registrant's telephone number, including area code:** (440) 329-6000

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

| Title of each class | Trading Symbol | Name of exchange on which registered |
|---|---|---|
| Common Shares, without par value | IVC | 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 by 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 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 the filing requirements for the past 90 days. Yes ☒ No ☐
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such short period that the registrant was required to submit and post such files). Yes ☒ No ☐
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes ☐ No ☒
As of June 30, 2019, the aggregate market value of the 32,441,229 Common Shares of the Registrant held by non-affiliates was $168,369,979 and the aggregate market value of the 6,357 Class B Common Shares of the Registrant held by non-affiliates was $32,993. While the Class B Common Shares are not listed for public trading on any exchange or market system, shares of that class are convertible into Common Shares at any time on a share-for-share basis. The market values indicated were calculated based upon the last sale price of the Common Shares as reported by The New York Stock Exchange on June 30, 2019, which was $5.19. For purposes of this information, the 1,280,339 Common Shares and 0 Class B Common Shares which were held by Executive Officers and Directors of the Registrant were deemed to be the Common Shares and Class B Common Shares held by affiliates.
As of March 4, 2020, there were 33,912,246 Common Shares and 6,357 Class B Common Shares outstanding.

**Documents Incorporated By Reference**

Portions of the Registrant's definitive Proxy Statement to be filed in connection with its 2020 Annual Meeting of Shareholders are incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) of this report.
Except as otherwise stated, the information contained in this Annual Report on Form 10-K is as of December 31, 2019.


Yes, you can.®

**INVACARE CORPORATION**
**2019 ANNUAL REPORT ON FORM 10-K CONTENTS**

**Item 1. Business.**

## GENERAL

Invacare Corporation ("Invacare," the "company," including its subsidiaries, unless otherwise noted) is a leading manufacturer and distributor in its markets for medical equipment used in non-acute care settings. At its core, the company designs, manufactures and distributes medical devices that help people to move, breathe, rest and perform essential hygiene. The company provides clinically complex medical device solutions for congenital (e.g., cerebral palsy, muscular dystrophy, spina bifida), acquired (e.g., stroke, spinal cord injury, traumatic brain injury, post-acute recovery, pressure ulcers) and degenerative (e.g., ALS, multiple sclerosis, chronic obstructive pulmonary disease (COPD), age related, bariatric) conditions. The company's products are an important component of care for people facing a wide range of medical challenges, from those who are active and heading to work or school each day and may need additional mobility or respiratory support, to those who are cared for in residential care settings, at home and in rehabilitation centers. The company sells its products principally to home medical equipment providers through retail and e-commerce channels, residential care operators, dealers and government health services in North America, Europe and Asia Pacific. Invacare's products are sold through its worldwide distribution network by its sales force, independent manufacturers' representatives, and distributors.

Invacare is committed to providing medical products that deliver the best clinical value; promote recovery, independence and active lifestyles; and support long-term conditions and palliative care. The company's global tagline - *Yes, You Can.*® is indicative of the "can do" attitude of many of the people who use the company's products and their care providers. In everything it does, the company strives to leave its stakeholders with its brand promise - *Making Life's Experiences Possible*®.

The company is a corporation organized under the laws of the State of Ohio in 1971. When the company was first established as a stand-alone enterprise in December 1979, it had $19.5 million in net sales and a limited product line of basic wheelchairs and patient aids. Since then, the company has made approximately fifty acquisitions and, after some recent divestitures to harmonize its portfolio, Invacare's net sales in 2019 were approximately $0.9 billion. Based upon the company's distribution channels, breadth of product line and net sales, Invacare is a leading company in many of the following medical product categories: custom power wheelchairs; custom manual wheelchairs; electromotive technology to augment wheelchairs and recreational products; recreational adaptive sports products; non-acute bed systems; patient transfer and bathing equipment; and supplementary respiratory therapy devices.

## THE NON-ACUTE DURABLE MEDICAL EQUIPMENT INDUSTRY

The non-acute durable medical equipment market includes a broad range of equipment and services that enable the care and lifestyle needs of individuals with a broad range of conditions. With expected long-term pressure to control healthcare spending per capita, the company believes the market for equipment and services that support higher acuity care in lower acuity settings will continue to grow. Healthcare payors and providers continue to seek to optimize therapies which result in improved outcomes, reduced cost protocols, and ultimately, earlier discharge, including recovery and treatment in non-acute settings. Care in these settings may reduce exposure to concomitant issues and be preferred by patients.

As healthcare costs continue to increase, the interests of patients and healthcare providers are converging to focus on the most cost-effective delivery of the best care. As healthcare payors become more judicious in their spending, companies that provide better care or demonstrate better clinical outcomes will have an advantage. With its diverse product portfolio, clinical solutions, global scale and focus on the non-acute care setting, the company believes it is well positioned to serve this growing market.

Macro trends are impacting the world's aging population. While institutional care will likely remain an important part of healthcare systems in the wealthiest economies, the company believes care settings other than traditional hospitals will increasingly provide higher acuity care. With a broad product offering, diversified channels of trade, and infrastructure capable of serving many of the largest healthcare economies, the company believes it is well positioned to benefit from these global demographic trends and changes to the provision of healthcare.

### *North America Market*

The population of the United States is growing and aging. As a result, there is a greater prevalence of disability among major U.S. population groups and an increasing need for assistance and care. The U.S. Census Bureau has projected the U.S. population will continue to grow to an estimated 400 million by 2050. Along the way, the bolus of Baby Boomers is expected to continue to raise the average age of the U.S. population. By 2030, the government estimates that more than 20% of the U.S. population will consist of individuals over the age of 65, a 50% increase compared to the population in 2010.

In the United States, healthcare provision is supported by reimbursement from the federal Centers for Medicare and

Medicaid Services ("CMS"), the Department of Veterans Affairs, state agencies, private payors and healthcare recipients themselves. In total, CMS estimates U.S. national healthcare expenditures will grow by more than 5% annually between 2017 and 2026. At this rate, healthcare spending would exceed GDP growth by 1%, which will sustain pressure to deploy care in ways that deliver the best outcomes for lower cost.

The Canadian health care system is a publicly funded model that provides coverage to all citizens. Provinces and territories are primarily responsible for the administration and delivery of Canada's health care services, and all health insurance plans are expected to meet the national guidelines established by the Canada Health Act. The objective of the Canada Health Act is to provide consumer-centered support and funding to residents with long-term physical disabilities and to provide access to personalized assistive devices that meet the basic needs of each patient. Each provincial and territorial health insurance plan differs with respect to reimbursement policies and product specification standards, allowing healthcare services to be adjusted based on regional needs. Invacare sells across Canada, taking into consideration the regional differences among the various provinces and territories.

***Europe, Middle East and Africa Markets***

While the healthcare equipment market in each country in Europe has distinct characteristics, many of the factors driving demand and affecting reimbursement are consistent with those in North America: population aging; more patients with chronic illnesses; an increasing preference to deliver healthcare outside hospitals; and a focus on the use of technology to increase productivity and reduce ancillary costs. Each European country has variations in product specifications and service requirements, regulations, distribution needs and reimbursement policies. These differences, as well as differences in the competitive landscape, require the company to tailor its approach based on the local market into which the products are being sold. The company's core strategy is to address these distinct markets with global product platforms that are localized with country-specific adjustments as necessary. This is especially the case for power wheelchairs, manual wheelchairs, and respiratory products. Customers in all European markets typically make product selections based upon quality, features, alignment with local reimbursement requirements, ability to reduce total cost of care, and customer service.

The company serves various markets in the Middle East and Africa. It approaches these markets with the global portfolio of products developed and manufactured elsewhere. Sales in these markets are made somewhat opportunistically to balance changes in demand and specific product requirements. Often, sales in the Middle East and Africa represent episodic tenders and do not often represent consistent sustained trade. Most of the company's sales in these markets result from business conducted in Western Europe.

***Asia Pacific Market***

The company's Asia Pacific market comprises revenue from products sold in Australia, New Zealand, China, Japan, Korea, India and Southeast Asia. Invacare's Asia Pacific businesses sell through six distribution channels. Mobility and seating products are sold directly in New Zealand and through a network of dealers in all other countries, with almost all sales funded directly by governmental payors. Homecare products are sold via a dealer network that sells products to the consumer market. Long-term care products are sold via a dealer network and directly to care facilities. The company operates a rental business in New Zealand supporting the three largest providers on New Zealand's North Island. Sales to other parts of Asia are sold via distributors and agents based in China, Japan, Korea, India and Southeast Asia.

***Reimbursement***

In most markets, the company does not make significant sales directly to end-users. In some markets, such as the United States, the United Kingdom and certain Scandinavian countries, the company sells directly to a government payor. In other markets, the company's customers purchase products to have available for use by or re-sale to end-users. These customers then work with end-users to determine what equipment may be needed to address the end-user's particular medical needs. Products are then provided to the end-user, and the company's customer may seek reimbursement on behalf of the consumer or sell the products, as appropriate. Product mix, pricing and payment terms vary by market. The company believes its market position and technical expertise will allow it to respond to ongoing changes in demand and reimbursement.

## PRODUCT CATEGORIES

The company designs, manufactures, markets and distributes products in three key product categories:

***Mobility and Seating***

- **Power Wheelchairs**. This product category includes complex power wheelchairs for individuals who require powered mobility. The company's power wheelchair product offerings include products that can be highly customized to meet an individual end-user's needs, as well as products that are inherently versatile and designed to meet a broad range of requirements. Center-wheel drive power wheelchair lines include the Invacare® TDX® (Total Driving eXperience) product line and the ROVI® X3 and A3 power base product line,

offered through the company's Motion Concepts subsidiary. The TDX line of power wheelchairs offers a combination of power, stability and maneuverability, including the Invacare® SureStep® suspension with Stability Lock and available G-Trac™ Technology. Seating systems offer elevate, power tilt and recline features. The ROVI A3 also offers the Multi-Positioning-Standing-MAXX System (MPS), an innovative, highly adjustable system that provides consumers the medical benefits of adjusting to a standing position throughout the day, adding additional independence, function and accessibility.

The company also offers rear-wheel drive power wheelchair technology through the Invacare® Storm Series® as well as other legacy products like Kite or Bora. The company will launch Aviva Power Wheelchairs, a new generation of power products in 2020. Aviva products will replace some of the legacy items and provide new market share opportunities. Several of the company's subsidiaries specialize in the development and implementation of complementary technology designed to enhance the utility of wheelchairs to meet unique and complex physiological needs. For example, Adaptive Switch Labs has developed alternative electronic control systems and human/machine input devices that enable wheelchair and environmental control via alternative interfaces to joysticks, such as sip/puff, eye-gaze, or head position inputs. Motion Concepts designs and produces custom powered seating and power positioning systems. Alber GmbH sells innovative power add-on devices that enable manual wheelchair users to have optional electric power to augment manual propulsion and enable caretakers to more easily maneuver manual wheelchairs. In addition, Dynamic Controls (DCL) manufactures sophisticated electronic control systems for power wheelchairs that enable users to operate the device and permit wireless programming, remote diagnostics, and touchscreen controls. The company continues to be a leader in this market with unique intellectual property in wheelchair suspension, alternative controls, and electronic components.

- **Custom Manual Wheelchairs**. This product category includes products for independent everyday use, outdoor recreation, and casual and competitive sports, such as basketball, racing and tennis. These products are marketed under the Invacare® and Invacare® Top End® brand names. The company markets a premiere line of lightweight, aesthetically-stylish custom manual wheelchairs under the Küschall® brand name. These custom manual wheelchairs feature precision components and outstanding driving performance. The company provides a wide range of mobility solutions for everyday activities. The company's competitive advantages include a wide range of features and functionality and the ability to build purposeful custom wheelchairs, along with components which feature cross compatibility across the portfolio and wheelchairs that collapse to fit into very small spaces for ease of transportability.

- **Seating and Positioning Products**. At the core of care for seated end-users is the need for proper seating and positioning. Invacare designs, manufactures and markets some of the industry's best custom seating and positioning systems, custom molded and modular seat cushions, back supports and accessories to enable care givers to optimize the posture of their patients in mobility products. The Invacare® Seating and Positioning series provides seating solutions for less complex end-user needs. The Invacare® Matrx® Series offers versatile modular seating components with unique proprietary designs and materials designed to optimize pressure management and to help ensure long-term proper posture. The company's PinDot® series provides custom molded seat modules that can accommodate the most unique anatomic needs, and that can be adapted to fit with a wide range of mobility products. The company's ability to rapidly produce highly-customized products is highly specialized in the market, and is valued by therapists who need timely solutions for their patient's most complex clinical needs.

***Lifestyle Products***

- **Pressure Relieving Sleep Surfaces**. This product category includes a complete line of therapeutic pressure relieving overlays and mattress systems. The Invacare® Softform and microAIR® brand names feature a broad range of pressure relieving foam mattresses and powered mattresses with alternating pressure, low-air-loss, or rotational design features, which redistribute weight and assist with moisture management. These mattresses are designed to provide comfort, support and relief to those patients who are immobile or have limited mobility; who may have fragile skin or be susceptible to skin breakdown; and who spend long periods in bed.

- **Safe Resident Handling**. This product category includes products needed to assist caregivers in transferring individuals from surface to surface (e.g., bed to chair). Designed for use in the home or in institutional settings, these products include ceiling and floor lifts, sit-to-stand devices and a comprehensive line of slings.

- **Beds**. This product category includes wide variety of Invacare® branded semi-electric and fully-electric bed systems designed for both residential and institutional care for a range of patient sizes. The company's offering includes bed accessories, such as bedside rails, overbed tables and trapeze bars. The company's bed systems introduced the split-spring bed design, which is easier

for home medical equipment providers to deliver, assemble and clean than other bed designs. Invacare's bed systems also feature patented universal bed-ends, where the headboard and footboard may be used interchangeably. This enables customers to more efficiently deploy their inventory.

- **Manual Wheelchairs**. This product category includes a complete line of manual wheelchairs. The company's manual wheelchairs are sold for use in the home and in institutional care settings. Consumers include people who are chronically or temporarily-disabled, require basic mobility with little or no frame modification, and may propel themselves or be moved by a caregiver. The company's manual wheelchairs are marketed under the Invacare® brand name. Examples include the 9000 and Tracer® wheelchair product lines.
- **Personal Care**. This product category includes a full line of personal care products, including ambulatory aids such as rollators, walkers, and wheeled walkers. The company also distributes bathing safety aids, such as tub transfer benches and shower chairs, as well as patient care products, such as commodes and other toileting aids. In markets where payors value durable long-lasting devices, especially those markets outside of the U.S., personal care products continue to be an important part of the company's lifestyles product business. In certain other markets, and in the U.S. in particular, this product area is focused on residential care.

***Respiratory Therapy Products***

The company designs and manufactures products that concentrate oxygen for consumers who need supplemental oxygen for breathing. Invacare® oxygen products are designed to meet a wide variety of patient needs, including stationary systems for use while at home and portable systems for mobile use. Historically, oxygen therapy required the delivery of large tanks of liquid oxygen or the routine delivery of tanks of compressed oxygen to patients. Industry trends continue to displace modes of oxygen therapy that involve delivery, which is costlier to provide and less convenient for patients who need to coordinate the exchange of oxygen containers. Published industry data suggests a large portion of the costs associated with home oxygen therapy are directly associated with delivery-related activities required to meet the ambulatory oxygen therapy needs of patients. Invacare's newer modalities of oxygen supply replace these costlier and constraining delivery-based forms of care.

- **Stationary Oxygen Concentrators**. Invacare oxygen concentrators are manufactured under the Platinum® and Perfecto2™ brand names and are available in five-, nine-, and ten-liter models. All Invacare stationary oxygen concentrators are designed to provide patients with durable equipment that reliably concentrates oxygen at home or in a healthcare setting. Stationary oxygen concentrators are typically used by people needing home or nocturnal oxygen, or by patients who have advanced-stage lung diseases and whose lifestyles keep them largely at home.
- **Portable Oxygen Concentrators**. One of two primary modalities for non-delivery supplementary ambulatory oxygen is the battery-powered portable category. Invacare's Platinum® Mobile Oxygen Concentrator has among the most competitive features in the five-liter equivalent category, including the industry's first wireless informatics platform in the five-pound category. The informatics platform includes a user centric app which now allows remote flow control of the portable concentrator from up to 25ft and a provider facing portal for remote fleet monitoring to help reduce unplanned dispatches and total operating costs.
- **Oxygen Refilling Devices.** The Invacare® HomeFill® Oxygen System is an alternative source of ambulatory oxygen that allows patients to fill their own convenient small portable oxygen cylinders from a stationary oxygen concentrator at home. This enables users to access high-flow stationary oxygen while at home and provides an easy-to-use form of mobile oxygen while away. As a result, medical equipment providers can significantly reduce time-consuming and costly service calls associated with cylinder and/or liquid oxygen deliveries, limit recurring high maintenance expenses and total cost of ownership while at the same time enhancing the lifestyle of the patient.

***Other Products and Services***

Other products and services includes various services, including repair services, equipment rentals and external contracting. In certain regions of Europe and Asia Pacific, refurbishing of products is increasing as governments look for ways to lower costs while still providing needed equipment.

## GEOGRAPHIC SEGMENTS

***Europe***

The company's Europe segment operates as an integrated unit across the European, Middle Eastern and African markets with sales and operations throughout Europe. The Europe segment is coordinated with other global business units for new product development, supply chain resources and additional corporate resources. This segment primarily includes mobility and seating; lifestyle; and respiratory therapy product lines. The company manufactures power wheelchair products, wheelchair power add-ons and hygiene products in different facilities in Germany. During 2019, the production of manual wheelchair products that had been manufactured at three different facilities in Switzerland, Sweden and France were

consolidated into one facility in France. The company manufactures beds in Portugal and Sweden for various markets. Invacare manufactures therapeutic support surfaces as well as seating and positioning products in the U.K. Respiratory products, such as oxygen concentrators and Invacare® HomeFill® systems, are imported from company facilities in the U.S. In total, the Europe segment comprised 57.4%, 57.4% and 55.4% of the net sales from continuing operations in 2019, 2018 and 2017, respectively.

***North America***

The company's North America segment comprises sales and operations throughout the United States and Canada. This segment primarily includes mobility and seating, lifestyle and respiratory therapy product lines. Products are sold through rehabilitation providers, home healthcare providers, and government provider agencies, such as the Veterans Administration. The North America segment represented 37.5%, 37.5% and 39.3% of the net sales from continuing operations in 2019, 2018 and 2017, respectively.

***All Other (Asia Pacific)***

The company's All Other (Asia Pacific) segment combines sales and services operations, supporting customers principally in Australia and New Zealand and, to a lesser extent, other pan-Asian markets. The All Other segment also includes Dynamic Controls Limited (DCL), a subsidiary of the company that designs and manufactures control systems for Invacare-branded respiratory and powered mobility products, and supplies components for other third-party devices. The All Other segment represented 5.1%, 5.1% and 5.3% of the net sales from consolidated continuing operations in 2019, 2018 and 2017, respectively.

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

For financial information regarding reportable segments, including revenues from external customers, products, segment profitability, assets and other information by segments, see Business Segments in the Notes to the Consolidated Financial Statements of this Annual Report on Form 10-K.

## WARRANTY

Generally, the company's products are covered by warranties against defects in material and workmanship for product-specific warranty periods starting from the date of sale to the customer. Certain components, principally wheelchair and bed frames, carry a lifetime warranty.

## COMPETITION

The durable medical equipment markets are highly competitive, and Invacare products face significant competition from other well-established manufacturers and distributors in the industry. Each country into which the company sells and markets its products has a set of unique conditions that impact competition, including healthcare coverage, forms and levels of reimbursement, presence of payor and provider structures and various competitors. Many factors may play a role in the selection of products and success of the company including specific features, aesthetics, quality, availability, service levels and price. Various competitors, from time to time, have instituted price-cutting programs in an effort to gain market share, and they may do so again in the future. In addition, reimbursement pressures may continue to persist in major markets, such as the U.S. These pressures have and may again significantly alter market dynamics. Increasingly, customers have access to manufacturers in low cost locations and are able to source certain products directly in lieu of purchasing from Invacare or its traditional competitors, particularly for less complex products where price is the primary selection criterion.

The company believes that successfully increasing its market share is dependent on its ability to provide value to its customers based on clinical benefits, quality, performance, and durability of the company's products and services. In addition, the company's cost reduction achievements are expected to improve the market competitiveness of its products. Customers also value the technical and clinical expertise of the company's sales force, the effectiveness of the company's distribution system, the strength of its dealer and distributor network, the availability of prompt and reliable service for its products, and the ease of doing business with the company. The company's focus on quality is paramount. By embracing quality in all aspects of the company's activities, the company believes that its products will be better aligned with customer needs and, brought to market more quickly, resulting in a better customer experience and economic return.

## SALES, MARKETING AND DISTRIBUTION

***Europe***

The company's European operations primarily conduct manufacturing, marketing and distribution functions in Western Europe and coordinate export sales activities through local distributors for markets in the Middle East and Africa. The company utilizes an employee-sales force and independent distributors. In markets where the company has its own sales force, product sales are made to medical equipment dealers and directly to government agencies. Marketing functions are staffed by central and regional teams to optimize coverage and content. The company operates

distribution centers in various locations to optimize cost and delivery performance.

Company representatives attend more than 50 trade shows across all European and Middle eastern geographies. The company builds brand awareness through a strong presence in social media (LinkedIn, Facebook, Twitter) and has a dedicated blog that has achieved almost one million readers. In some European key countries, the company sponsors key events and several individual wheelchair athletes and teams.

***North America***

In the United States, Invacare products are marketed primarily to clinical specialists in rehabilitation centers, long-term care facilities, government agencies and residential care settings. The company markets to these medical professionals, who refer their patients to HME providers to obtain specific types of the company's medical equipment. The company sells its products to these providers.

In 2019, the North America salesforce was primarily organized into three groups of specialized sales professionals focused on complex rehabilitation, post-acute care and respiratory products. Each team is focused on clinically complex products and solutions to support customer needs.

The company contributes extensively to editorial coverage in trade publications concerning the products the company manufactures. Company representatives attend numerous trade shows and conferences on a national and regional basis in which Invacare products are displayed to providers, health care professionals, managed care professionals and consumers. The company also drives brand awareness through its website, as well as online communities of people who may use its products.

The company raises consumer awareness of its products through a strong presence in social and digital media as well as its sponsorship of a variety of wheelchair sporting events and its support of various philanthropic causes benefiting consumers of the company's products. The company's sponsorship of several individual wheelchair athletes and teams continued in 2019, including top-ranked male and female racers and handcyclists and wheelchair basketball teams. In addition, the company continued to support disabled veterans with its 38$^{th}$ year of continuous sponsorship of the National Veterans Wheelchair Games, the largest annual wheelchair sporting event in the world. These sporting events bring a competitive and recreational sports experience to military veterans who, due to spinal cord injury, neurological conditions or amputation, use various assistive technology devices for their mobility needs.

The company's products are distributed through a network of facilities and directly from some manufacturing sites to optimize cost, inventory and delivery performance.

***All Other (Asia Pacific)***

The company's All Other (Asia Pacific) segment comprises revenue from four businesses. Invacare All Other (Asia Pacific) sells and rents durable medical equipment, in Southeast Asia, North Asia, China, Australia and New Zealand. It uses an employee sales force and service representative to support this revenue. The other business, DCL, uses a global employee sales force to sell electronic controls systems and components to related parties in Invacare and to independent customers. Products are distributed throughout Asia from a regional distribution center in Thailand, with complex rehabilitation product sourced from global sources via a network of distribution nodes designed to optimize cost, inventory and delivery performance.

Sales and marketing efforts in All Other (Asia Pacific) are managed within the region and leveraged from other regions of the company. Sponsorship efforts are focused at the grass roots level and around programs designed to introduce people with disabilities to sports as a pathway to inclusion. In 2019, Invacare Australia sponsored the Summer Down Under Series, which culminated in the Oz Day 10K classic wheelchair race on Australia Day. In 2019, Invacare New Zealand sponsored the Halberg Junior Disability Games and worked with local organizations to improve access for people with disabilities. Invacare supports a number of sporting organizations in the region, primarily focused on those that introduce people to sports. In 2018, Invacare (Thailand) Ltd. was established, with a focus on expansion of the company's southeast Asia network.

**PRODUCT LIABILITY COSTS**

The company is self-insured in North America for product liability exposures through its captive insurance company, Invatection Insurance Company, which currently has a policy year that runs from September 1 to August 31 and insures annual policy losses up to $10,000,000 per occurrence and $13,000,000 in the aggregate. The company has additional layers of external insurance coverage, related to all lines of insurance, insuring up to $75,000,000 in aggregate losses per policy year arising from individual claims anywhere in the world that exceed the captive insurance company policy limits or the limits of the company's per-country foreign liability limits, as applicable. There can be no assurance that Invacare's current insurance levels will continue to be adequate or available at affordable rates.

Product liability reserves are recorded for individual claims based upon historical experience, industry expertise and other indicators. Additional reserves, in excess of the specific individual case reserves, are provided for incurred unreported claims based upon actuarial valuations at the time such valuations are conducted. Historical claims experience and other assumptions are taken into consideration by the company in estimating the ultimate reserves. For example, the actuarial analysis assumes that historical loss experience is an indicator of future experience, that the distribution of exposures by geographic area and nature of operations for ongoing operations is expected to be very similar to historical operations with no dramatic changes and that the government indices used to trend losses and exposures are appropriate. Estimated amounts used in the calculation of reserves are adjusted on a regular basis and can be impacted by actual loss awards and claim settlements. While actuarial analysis is used to help determine adequate reserves, the company is responsible for determining and recording adequate reserves in accordance with accepted loss reserving standards and practices and applicable accounting principles.

## PRODUCT DEVELOPMENT AND ENGINEERING

The company's strategy includes developing a cadence of meaningful new products in key markets and product areas. As the result of work among the company's development groups in North America, Europe and Asia, Invacare launched a series of new innovations in 2019, including the following:

- The new Motion Concepts 407 seating system utilizes a simple design to optimize the stability of the base of the wheelchair, while providing up to 40º of tilt. This allows the end user to achieve a unique position where the head is below the feet, and the feet are above the heart, to assist with respiratory and circulatory conditions.
- The Motion Concepts UpFront thoughtfully combines a fully functioning power positioning system with 5.5” of forward shift, allowing the end user to access previously difficult to reach surfaces and objects.
- The Motion Concepts HD Series is a seating system which meets the individual needs of today’s larger end users. The HD Series is designed to allow for exceptional driving performance, elegant design and maximum comfort and can accommodate higher weight capacities.
- In the category of custom manual wheelchairs, the company introduced the new Kuschall 2.0 line of manual wheelchairs. This new line utilizes a new technology (hydroforming) to increase the stiffness of the chair, while at the same time reducing the weight. The result of these features adds to the driving performance of the wheelchair. The new design can be highly personalized with a new intelligent color concept.
- In the category of power add-on drives, the company's Alber division launched the new SMOOV one O10. This small, light and portable add-on is easy to use and has a separate, wireless and ergonomic control unit and an app for further adjustments and functions.
- In the Lifestyles product line, the company launched new products such as the Etude and NordBed. This new range of beds offers enhanced ergonomics (due to the new patented Ergo Move Technology), effective risk management and single-handed care with features like “Up & Out”, “low lowest height” and “RememberMe”. It has modern aesthetics and can be easily detachable in pieces below 20kg without any tools.
- In the Respiratory product line, the company launched another first with the addition of remote flow control to the existing portable oxygen concentrator app. The app enables an even more active and autonomous lifestyle for patients on oxygen. Using the app, a patient can change between prescribed rest and activity settings while the concentrator is worn on their back or from a distance of 25 feet when the concentrator is used with a longer cannula. This reduces activity interruption or the need to return to the concentrator to change between settings.

## MANUFACTURING AND SUPPLIERS

The company's objective is to efficiently deploy resources in its supply network to achieve the best quality, service performance and lowest total cost. The company seeks to achieve this result through a combination of inputs from Invacare facilities, contract manufacturers and key suppliers.

The company continues to emphasize quality excellence and efficiency across its manufacturing and distribution operations. The company is expanding its culture of deploying current Good Manufacturing Practices (“cGMP”) and Lean Manufacturing principles to eliminate waste throughout the network and will continue to pursue improvements in its manufacturing processes. At its core, the company's operations produce and distribute both custom-configured products for use in specialized clinical situations and standard products.

The company procures raw materials, components and finished goods from a global network of internal and external sources. The company utilizes regional sourcing offices to identify, develop and manage its external supply base. Where appropriate, Invacare utilizes suppliers across multiple regions to ensure flexibility, continuity and responsiveness. The company's network of engineering design centers,

product management groups and sources of supply are used to optimize cost and satisfy customer demand.

***Europe***

The company's manufacturing and assembly facilities in Europe, each of which is equipped with individual capabilities to manufacture patient aids, wheelchairs, powered mobility accessories, bath safety products, beds, therapeutic support surfaces, and patient transport products. The Europe segment uses these internal sources and some external sources of finished goods and components to create the portfolio of products it distributes. Products distributed in Europe are used by internal and external customers worldwide.

***North America***

The company operates several vertically integrated centers of excellence, i.e., factories, in North America, each with specific capabilities: custom powered wheelchairs, seating products and respiratory therapy products (Elyria, OH); manual and passive manual wheelchairs and patient aids (Reynosa, MX); beds, institutional case goods and respiratory therapy products (Sanford, FL); manual recreational and sport wheelchair products (Pinellas Park, FL), passive manual and pediatric wheelchairs (Simi Valley, CA); and seating and positioning systems (Toronto, ONT). Products designed and made in North American operations are sold in North America and are shipped as finished goods and as subcomponents to internal and external customers globally. The company continually reviews its' operations network capacity, workforce skills and technologies along with its' distribution network to optimize design, manufacture, sourcing and delivery performance, inventory and cost.

***Asia Pacific***

Invacare Asia Pacific manufactures control systems and components used primarily in mobility and respiratory devices that serve global markets through the company's factory in Suzhou, Jiangsu Province, China. The company operates distribution nodes in several countries to supply customer needs while optimizing cost, inventory and service levels.

## TRANSFORMATION UPDATE

In 2019, while the company faced additional headwinds in North America, such as tariffs and changes in reimbursement related to national competitive bidding, these headwinds were partially offset by the company's actions already in process to drive growth and improve operations. The enhanced transformation and growth plan balances innovative organic growth, product portfolio changes across all regions, and cost improvements in supply chain and administrative functions.

Key elements of the enhanced transformation and growth plan:

- Continue to drive all business segments and product lines based on their potential to achieve a leading market position and support profitability goals;
- In Europe, leverage centralized innovation and supply chain capabilities while reducing the cost and complexity of a legacy infrastructure;
- In North America, adjust the portfolio to consistently grow profitability amid cost increases by adding new products, reducing costs and continuing to improve customers' experience;
- In Asia Pacific, remain focused on sustainable growth and expansion in the southeast Asia region; and
- Globally, take actions to reduce working capital and improve free cash flow.

In 2019, the company realized significant improvement in the key financial metrics. The North America segment, which was impacted by the consent decree, tariffs, changes in reimbursement and national competitive bidding, reduced operating losses significantly.

The company believes that continued generation of earnings driven by operational performance, cash balances on hand, and expected free cash flow will support the company's on-going transformation plans and enable it to address future debt maturities.

## GOVERNMENT REGULATION

The company is governed by regulations that affect the manufacture, distribution, marketing and sale of its products and regulate healthcare reimbursement that may affect its customers and the company directly. These policies differ among and within every country in which the company operates. Changes in regulations, guidelines, procedural precedents, enforcement and healthcare policy take place frequently and can impact the size, growth potential and profitability of products sold in each market.

In many markets, healthcare costs have been consistently increasing in excess of the rate of inflation and as a percentage of GDP. Efforts to control payor's budgets have impacted reimbursement levels for healthcare programs. Private insurance companies often mimic changes in government programs. Reimbursement guidelines in the home healthcare industry have a substantial impact on the nature and type of equipment consumers can obtain and thus, affect the product mix, pricing and payment patterns of the company's customers who are typically the medical equipment providers to end-users.

The company has continued its efforts to influence public policies that impact home-based and long-term non-acute healthcare. The company has been actively educating

federal and state legislators about the needs of the patient communities it serves and has worked with policy authors to ensure the industry's healthcare consumer needs are represented. The company believes its efforts have given the company a competitive advantage. Customers and end-users recognize the company's advocacy efforts, and the company has the benefit of remaining apprised of emerging policy direction.

***FDA***

The United States Food and Drug Administration ("FDA") regulates the manufacture, distribution and marketing of medical devices. Under such regulation, medical devices are classified as Class I, Class II or Class III devices, depending on the level of risk posed to patients, with Class III designating the highest-risk devices. The company's principal products are designated as Class I or Class II. In general, Class I devices must comply with general controls, including, but not limited to, requirements related to establishment registration and device listing, labeling, medical device reporting, and the Quality System Regulation (QSR). In addition to general controls, certain Class II devices must comply with design controls, premarket notification, and applicable special controls. Domestic and foreign manufacturers of medical devices sold in the U.S. are subject to routine inspections by FDA. In addition, some foreign governments have adopted regulations relating to the design, manufacture and marketing of health care products, and imposing similar controls as the FDA regulations.

***Other Medical Device Regulators***

Outside the U.S., it is customary for foreign governments to have a ministry of health or similar body that regulates and enforces regulations relating to the design, manufacture, distribution and marketing of medical devices. In some cases, there are common standards for design and testing. In some cases, there are country-specific requirements. These regulations are not always harmonized with those from other jurisdictions and in some cases, the consequence in costs, time to enter a market or support a product may be significant.

The company is currently conducting a program to bring its products designed, manufactured and sold into the European Union market, into conformance with the EU MDR (Medical Device Regulations). The company is on plan to bring all class I devices into compliance with the MDR by May 26, 2020. Class II devices will be completed on or before the complete this work for class I devices prior to the required May 27, 2024 date.

***2012 Consent Decree, Taylor Street and Corporate Facilities***

In December 2012, the company became subject to a consent decree of injunction filed by FDA with respect to the company's Corporate Headquarters and its Taylor Street facility's operations in Elyria, Ohio. The consent decree initially limited the company's (i) manufacture and distribution of power and manual wheelchairs, wheelchair components and wheelchair sub-assemblies at or from its Taylor Street manufacturing facility, except in verified cases of medical necessity, (ii) design activities related to wheelchairs and power beds that take place at the impacted Elyria facilities and (iii) replacement, service and repair of products already in use from the Taylor Street manufacturing facility. Under the terms of the consent decree, in order to resume full operations, the company had to successfully complete independent, third-party expert certification audits at the impacted Elyria facilities, comprised of three distinct certification reports separately submitted to, and accepted by, FDA; submit its own report to the FDA; and successfully complete a reinspection by FDA of the company's Corporate and Taylor Street facilities.

On July 24, 2017, following its June 2017 reinspection of the Corporate and Taylor Street facilities, FDA notified the company that it was in substantial compliance with the Federal Food, Drug and Cosmetic Act (FDA Act), FDA regulations and the terms of the consent decree and that the company was permitted to resume full operations at those facilities including the resumption of unrestricted sales of products made in those facilities.

The consent decree will continue in effect for at least five years from July 24, 2017, during which time the company's Corporate and Taylor Street facilities must complete two semi-annual audits in the first year following the lifting of the injunction and then and annual audit in the each of the next four years performed by a company-retained by the firm. The expert audit firm will determine whether the facilities remain in continuous compliance with the FDA Act, regulations and the terms of the consent decree and issue post audit reports contemporaneously to FDA and Invacare. The FDA has the authority to inspect these facilities and any other FDA registered facility, at any time.

In 2018, the company completed the two semi-annual independent expert audits and, in 2019, the company completed the first annual independent expert audit of the Corporate and Taylor Street facilities, as required under the consent decree, and in each case the facilities were found to remain in compliance with the FDA Act, the FDA regulations and the consent decree. The audit reports have been submitted to FDA.

Under the consent decree, FDA has the authority to order the company to take a wide variety of actions if FDA finds that the company is not in compliance with the consent decree, FDA Act or FDA regulations, including requiring the company to cease all operations relating to Taylor Street products. FDA also can order the company to undertake a partial cessation of operations or a recall, issue a safety alert, public health advisory, or press release, or to take any other corrective action FDA deems necessary with respect to Taylor Street products.

FDA also has authority under the consent decree to assess liquidated damages of $15,000 per violation per day for any violations of the consent decree, FDA regulations or the FDA Act. FDA also may assess liquidated damages for shipments of adulterated or misbranded devices in the amount of twice the sale price of any such adulterated or misbranded device. The liquidated damages, if assessed, are limited to a total of $7,000,000 for each calendar year. The authority to assess liquidated damages is in addition to any other remedies otherwise available to FDA, including civil money penalties.

For additional information regarding the consent decree, please see the following sections of this Annual Report on Form 10-K: Item 1. Business - Government Regulation; Item 1A. Risk Factors; and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Outlook and - Liquidity and Capital Resources.

***Other FDA Matters***

As required, the company's facilities which produce products for sale in the U.S. are registered with FDA. Those facilities are subject to inspections by FDA at any time. Recent inspections of company facilities by or on behalf of FDA are summarized in the following paragraphs.

On February 25, 2019 through March 8, 2019, FDA conducted a routine inspection under the Consent Decree of Invacare Headquarters and Taylor Street Operations. At the close of the inspection, no FDA Form 483 observations were issued. In December, the FDA provided written comments and recommendations related to questions which arose during the inspection, and the company has responded to the FDA's questions and comments.

In May 2019, the FDA inspected the company's Porta Westfalica, Germany facility, and no Form 483 observations were noted at the conclusion of the inspection. In January 2020, the FDA inspected the Motion Concepts facility in Vaughn, Ontario, and at the conclusion of the inspection, the FDA issued its Form 483 with three observations. The company has timely responded to the 483 observations. In January 2020, the FDA conducted a directed inspection at the company's Elyria, OH facilities, and at the conclusion of the inspection, the FDA issued its Form 483 with three observations. The company has timely responded to the 483 observations.

The company expects that substantially all of its facilities will be inspected by FDA or other regulatory agencies from time to time. The frequency, duration, scope, findings and consequences of these inspections cannot be predicted.

From time to time, the company may undertake voluntary recalls or field corrective actions of the company's products to correct potential product safety issues that may arise, in furtherance of the company's high standards of quality, safety and effectiveness.

In December 2019 the company's operations in Sanford, Fla and Elyria, OH underwent a successful MDAP (Medical Device Single Audit Program) audit. No findings were issued as a result of this audit.

***Other Quality Accomplishments***

In 2018, the company's main facilities in Europe, Asia and North America were certified as meeting ISO 13485-2016 requirements, a stringent international standard for quality management systems, demonstrating its continued commitment to quality excellence.

***National Competitive Bidding***

In the United States, CMS is a significant payor and governs healthcare reimbursement for Medicare services. On January 1, 2011, CMS began its National Competitive Bidding ("NCB") program in nine metropolitan statistical areas (MSA) across the country ("Round 1") to reduce healthcare spending, pursuant to a 2003 federal law. On July 1, 2013, CMS expanded the program to an additional 91 MSAs ("Round 2"). These bid programs have resulted in new, lower Medicare payment rates in these 100 areas. In January 2016, CMS began the deployment of NCB rates to the remainder of the Medicare population that had not yet been impacted by the program. These were primarily less densely populated, rural areas. In 2016, CMS divided the United States into eight regions and applied the average reimbursement reduction per NCB product category in each region from Round 1 and Round 2 to the rural providers in those eight regions.

In November 2018, CMS announced that it was suspending the NCB program for approximately two years, from January 1, 2019 through approximately December 31, 2020, and in the interim will implement changes to the NCB program. On March 7, 2019, the CMS announced plans to consolidate the competitive bidding areas (CBAs) included in the Round 2 Recompete and Round 1 2017 Durable Medical Equipment, Prosthetics, Orthotics, and Supplies (DMEPOS) Competitive Bidding Program into a single

round of competition named Round 2021. Round 2021 contracts are scheduled to become effective on January 1, 2021, and extend through December 31, 2023. Payment rates will be based off the clearing price rather than the median of the initial contractors' rates. CMS will use "lead item pricing", meaning that bidders will submit a bid for the item in the product category with the highest total national Medicare allowed charges during the previous year. Prices for all other items in that category will be based off that lead item discount. During the approximate two-year period in which the bid program is suspended, Medicare payment rates are generally expected to remain substantially similar to 2019 rates. In former bid areas during this two-year window, any Medicare supplier will be able to provide bid items to beneficiaries. CMS' November 2018 rule also modified payment rates for oxygen, based on Medicare's "budget neutrality" mandate. For the oxygen devices the company sells, however, the total Medicare payment rate will remain substantially similar to 2018 payment rates.

The company's exposure to effects of NCB rate reductions and any similar reductions from private payors or state agencies can increase the company's credit risk associated with customers whose revenue, based on reimbursement, may be significantly reduced. As reimbursement rates are reduced, the company's customers may experience pressure on profitability and liquidity. The company therefore remains focused on being judicious in its extension of credit to its customers and vigilant about collections efforts.

In addition, the consequence of reduced reimbursement has and may continue to compel customers to consider alternative sources of supply, which may be available at lower purchase prices, thereby reducing sales of the company or the price at which customers will transact for certain products.

Although reductions in CMS payments are disruptive to the homecare industry, the company believes it can grow and thrive in this environment. The company expects to continue pursuing productivity initiatives intended to lower the costs to serve customers, in an effort to profitably meet lower customer price targets. The company also produces certain solutions, which can provide lower total cost of business for its customers. As an example, the company's respiratory therapy products can help offset reimbursement reductions by eliminating the need for routine home exchange services of pre-filled oxygen cylinders with end-users. Delivery costs can be a substantial element of cost for its customers. The company's HomeFill oxygen system, Platinum Mobile oxygen concentrator, as well as the company's oxygen concentrators, can provide effective convenient therapy for consumers and cost-effective equipment solutions for providers by eliminating customer's costs associated with home cylinder exchange. Similarly, the informatics capabilities the company launched for power wheelchairs and respiratory devices in 2017 enable customers to more cost effectively provide service and support their end-user customers. The company intends to continue developing solutions that help providers improve profitability and reduce the overall cost of care for payors.

## BACKLOG

The company generally manufactures its products to meet near-term demands by shipping from stock or by building to order based on the specialized nature of certain products. Therefore, the company does not have substantial backlog of orders of any particular product nor does it believe that backlog is a significant factor for its business.

## EMPLOYEES

As of December 31, 2019, the company had approximately 3,900 employees.

## FOREIGN OPERATIONS AND EXPORT SALES

The company also markets its products for export to other foreign countries. In 2019, the company's products were sold in over 100 countries. For information relating to net sales, operating income and identifiable assets of the company's foreign operations, see Business Segments in the Notes to the Consolidated Financial Statements.

## AVAILABLE INFORMATION

The company files Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments thereto, as well as proxy statements and other documents with the Securities and Exchange Commission (SEC). The SEC maintains a website, *http://www.sec.gov*, which contains all reports, proxy and information statements and other information filed by the company with the SEC.

Additionally, Invacare's filings with the SEC are available on or through the company's website, *www.invacare.com*, as soon as reasonably practicable after they are filed electronically with, or furnished to, the SEC. Copies of the company's filings also can be requested, free of charge, by writing to: Shareholder Relations Department, Invacare Corporation, One Invacare Way, Elyria, OH 44035. The contents of the company's website are not part of this Annual Report on Form 10-K.

## FORWARD-LOOKING INFORMATION

*This Form 10-K contains forward-looking statements within the meaning of the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995. Terms such as "will," "should," "could," "plan," "intend," "expect," "continue," "believe" and "anticipate," as well as similar comments, denote forward-looking statements that are subject to inherent uncertainties that are difficult to predict. Actual results and events may differ significantly from those expressed or anticipated as a result of risks and uncertainties, which include, but are not limited to, the following: adverse effects of the company's consent decree of injunction with the U.S. Food and Drug Administration (FDA), including but not limited to, compliance costs, inability to rebuild negatively impacted customer relationships, unabsorbed capacity utilization, including fixed costs and overhead; any circumstances or developments that might adversely impact the third-party expert auditor's required audits of the company's quality systems at the facilities impacted by the consent decree, including any possible failure to comply with the consent decree or FDA regulations; regulatory proceedings or the company's failure to comply with regulatory requirements or receive regulatory clearance or approval for the company's products or operations in the United States or abroad; adverse effects of regulatory or governmental inspections of company facilities at any time and governmental enforcement actions; including the investigation of pricing practices at one of the company's former rentals businesses; circumstances or developments that may make the company unable to implement or realize the anticipated benefits, or that may increase the costs, of its current business initiatives, in particular the key elements of its enhanced transformation and growth plan such as its new product introductions, additional investments in sales force and demonstration equipment, plant consolidations, supply chain actions and global information technology outsourcing and ERP implementation activities; possible adverse effects on the company's liquidity that may result from delays in the implementation or realization of benefits of its current business initiatives, or from any requirement to settle repurchase rights or conversions of its outstanding convertible notes in cash; product liability or warranty claims; product recalls, including more extensive warranty or recall experience than expected; possible adverse effects of being leveraged, including interest rate or event of default risks; exchange rate fluctuations, particularly in light of the relative importance of the company's foreign operations to its overall financial performance and including the existing and potential impacts from the Brexit referendum; potential impacts of the United States administration's policies, and any legislation or regulations that may result from those policies, and of new United States tax laws, rules, regulations or policies; legal actions, including adverse judgments or settlements of litigation or claims in excess of available insurance limits; adverse changes in government and other third-party payor reimbursement levels and practices both in the U.S. and in other countries (such as, for example, more extensive pre-payment reviews and post-payment audits by payors, or the continuing impact of the U.S. Medicare National Competitive Bidding program); ineffective cost reduction and restructuring efforts or inability to realize anticipated cost savings or achieve desired efficiencies from such efforts; delays, disruptions or excessive costs incurred in facility closures or consolidations; tax rate fluctuations; additional tax expense or additional tax exposures, which could affect the company's future profitability and cash flow; inability to design, manufacture, distribute and achieve market acceptance of new products with greater functionality or new product platforms that deliver the anticipated benefits at competitive prices; consolidation of health care providers; increasing pricing pressures in the markets for the company's products; lower cost imports; uncollectible accounts receivable; difficulties in implementing/upgrading Enterprise Resource Planning systems; risk of cybersecurity attack, data breach or data loss and/or delays in or inability to recover or restore data and IT systems; risks inherent in managing and operating businesses in many different foreign jurisdictions; decreased availability or increased costs of materials which could increase the company's costs of producing or acquiring the company's products, including the adverse impacts of new tariffs and possible increases in commodity costs or freight costs or global health emergencies such as the "coronavirus"; heightened vulnerability to a hostile takeover attempt or other shareholder activism; provisions of Ohio law or in the company's debt agreements, charter documents or other agreements that may prevent or delay a change in control, as well as the risks described from time to time in the company's reports as filed with the Securities and Exchange Commission. Except to the extent required by law, the company does not undertake and specifically declines any obligation to review or update any forward-looking statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments or otherwise.*

**Item 1A. Risk Factors.**

The company's business, operations and financial condition are subject to various risks and uncertainties. One should carefully consider the risks and uncertainties described below, together with all the other information in this Annual Report on Form 10-K and in the company's other filings with the SEC, before making any investment decision with respect to the company's securities. The risks and uncertainties described below may not be the only ones the company faces. Additional risks and uncertainties not presently known by the company or that the company currently deems immaterial may also affect the company's business. If any of these known or unknown risks or uncertainties occur, develop or worsen, the company's business, financial condition, results of operations and future growth prospects could change substantially.

***If the company's business transformation efforts are ineffective, the company's strategic goals, business plans, financial performance or liquidity could be negatively impacted.***

The company is implementing a multi-year turnaround strategy intended to substantially transform its business and re-orient its resources to a more clinically complex mix of products and solutions. To date, this strategy has included actions to re-orient the company's North American commercial team, restart the company's innovation pipeline, shift its product mix, develop and expand its talent, and strengthen its balance sheet. As part of these actions, the company has reshaped its sales force in North America, invested in product development, discontinued a significant amount of non-core products, and issued convertible debt to fund the transformation. The company also has taken steps to realign infrastructure and processes that are intended to drive efficiency and reduce costs. Recent additional business headwinds in North America, such as tariff related increases in product and component cost, have highlighted the importance of the company's transformation efforts.

The company may not be successful in achieving the full long-term growth and profitability, operating efficiencies and cost reductions, or other benefits expected from these transformation efforts. The company also may experience business disruptions associated with these activities. Further, the benefits of the strategy, if realized, may be realized later than expected, the costs of implementing the strategy may be greater than anticipated, and the company may lack adequate cash or capital or may not be able to attract and retain the necessary talent, to complete the transformation. If these measures are not successful, the company may undertake additional transformation efforts, which could result in future expenses. If the company's business transformation efforts prove ineffective, the company's ability to achieve its strategic goals and business plans, and the company's financial performance, may be materially adversely affected.

If the company's transformation efforts are ineffective, the company may not be able to pay its indebtedness when due or refinance its debt, which could have a material, adverse effect upon the company.

If the company's business transformation efforts prove ineffective and it continues to experience negative cash flows and losses, the company may require additional financing. Under these circumstances, such financing may be difficult or expensive to obtain, and the company can make no assurances that it would be available on terms acceptable to the company, if at all.

***Increased cyber security threats and more sophisticated and targeted computer crime could pose a risk to the company's systems, networks, products and services, and a risk to the company's compliance with data privacy laws.***

Increased global IT security threats and more sophisticated and targeted computer crime pose a risk to the security of the company's systems and networks as well as the confidentiality, protection, availability and integrity of the company's data and any personal data on such networks or systems, including regulatory risks under the EU General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA) and the U.S. Health Insurance Portability and Accountability Act (HIPAA), among other risks. In addition, data security breaches can also occur as a result of a failure by the company or its employees to follow policies, procedures or training, or by acts, omissions or breaches by persons with whom the company has commercial relationships that result in the unauthorized release of personal or confidential information.

Through its sales channels, the company may collect and store personal or confidential information that customers provide to purchase products or services, enroll in promotional programs and register on the company's website, among other reasons. The company may also acquire and retain information about customers, product end users, suppliers and employees in the normal course of business. The company also creates and maintains proprietary information that is critical to its business, such as its product designs and manufacturing processes. In addition to the company’s own databases, it uses third-party service providers to store, process and transmit confidential or personal information on its behalf. Although the company contractually requires these service providers to implement and use reasonable security measures and to comply with laws relating to privacy and data protection, the company cannot control third parties and cannot guarantee that a data security breach will not occur in the future either at their location or within their systems.

Despite the company's efforts to secure its systems and networks, and any personal or sensitive information stored thereon, the company could experience a significant data

security breach. Computer hackers may attempt to penetrate the company's or its vendors' information systems and, if successful, misappropriate confidential customer, supplier, employee or other business or personal information, including company intellectual property. Third parties could also gain control of company systems and use them for criminal purposes. Depending on their nature and scope, such threats could result in the loss of existing customers, difficulty in attracting new customers, exposure to claims from customers, governmental or data privacy or data protection authorities, financial institutions, payment card associations, employees and other persons, imposition of regulatory sanctions or penalties, incurring of additional expenses or lost revenues, or other adverse consequences, any of which could have a material adverse effect on the company's business and results of operations.

***Any major disruption or failure of the company's information technology systems, or its failure to successfully implement new technology effectively, could adversely affect the company's business and operations.***

The company relies on various information technology systems to manage its operations. The company recently outsourced substantially all of its information technology services to Birlasoft Solutions, Inc. Over the next several years, the company expects Birlasoft to implement modifications and upgrades to the company's systems, including making changes to legacy systems, replacing legacy systems with successor systems with new functionality and acquiring new systems with new functionality. For example, over the next several years, the company plans to implement with the assistance of Birlasoft a new enterprise resource planning ("ERP") system across the company. These activities subject the company to inherent risks associated with replacing and upgrading these systems, including impairment of its ability to fulfill customer orders, potential disruption of its internal control structure, additional administration and operating expenses, reliance on Birlasoft providing sufficiently skilled personnel to implement and operate the new systems, demands on management time, and other risks and costs of delays or difficulties in transitioning to new or upgraded systems or of integrating new or upgraded systems into the company's current systems. The company's system implementations may not result in productivity improvements at a level that outweighs the risks and burdens of implementation, or at all. In addition, the difficulties with implementing new or upgraded technology systems may cause disruptions in its business operations and have an adverse effect on its business and operations, if not anticipated and appropriately mitigated.

***As the company outsources functions, it becomes more dependent on the entities performing those functions. Disruptions or delays at the company's third-party service providers could adversely impact its operations.***

As part of its transformation strategy, the company has sought opportunities to provide essential business services in a more cost-effective manner. In some cases, this results in the outsourcing of functions or parts of functions that can be performed more effectively by external service providers. For example, the company recently outsourced a significant portion of its information technology functions to Birlasoft Solutions Inc. While the company believes it conducts appropriate diligence before entering into agreements with any outsourcing entity, the failure of one or more of such entities to meet the company's performance standards and expectations, including with respect to service levels, data security, compliance with data protection and privacy laws, providing services on a timely basis or providing services at the prices the company expects, may have an adverse effect on the company's results of operations or financial condition. In addition, the company could face increased costs or disruption associated with finding replacement vendors or hiring new employees in order to return these services in-house. The company may outsource other functions in the future, which would increase its reliance on third parties.

***IT Governance, Project Management and Contract Management competencies are critical to the company's success in driving its significant cost improvement and transformation projects to achieve consistent and sustainable profitable growth.***

The company is implementing it multi-year transformation strategy which involves projects focused on streamlining the company's supply chain and operations infrastructure, upgrading and modernizing its information technology capabilities and implementation of new ERP systems in conjunction with its third-party outsourcing service provider. In addition, the company has outsourced certain key functions to third-party service providers and may continue to do so in the future. The success of these activities is dependent on the company's ability to maintain an adequate IT governance management structure and adequate capabilities in project management and contract management functions. Despite its efforts to build and maintain these capabilities, the company could have inadequate skills, personnel, management skills, or processes necessary to successfully implement the programs and projects necessary to successfully transform the business and achieve the intended operating efficiencies and cost reductions from such programs and projects.

***The company is dependent upon its processes and procedures to ensure essential operational functions can continue during events that disrupt normal operations.***

A major natural or manmade disaster such as terrorist attack, fire, hurricane, tornado, earthquake, or flood could cause damage to the company or key supplier facilities, limiting the company's ability to sustain operations. The damage could result in an inability to meet customer demands resulting in the loss of associated sales and profits, and in property losses in excess of insurance coverage. While the company has put in place procedures to ensure essential functions continue in the event of a crisis, there is no guarantee that its procedures will be adequate or sufficient to handle a given unforeseen event.

***The inability to attract and retain, or loss of the services of, the company's key management and personnel could adversely affect its ability to operate the company's business.***

The company's future success will depend, in part, upon the continued service of key managerial, engineering, marketing, sales and technical and operational personnel. In addition, the company's future success will depend on its ability to continue to attract and retain other highly qualified personnel, including personnel experienced in sales, marketing and manufacturing of medical equipment and in quality systems and regulatory affairs. If the company is not successful in retaining its current personnel or in hiring or retaining qualified personnel in the future, the company's business may be adversely affected. The company's future success depends, to a significant extent, on the abilities and efforts of its executive officers and other members of its management team, such as the company's Chairman, President and Chief Executive Officer and its Senior Vice President and Chief Financial Officer, as well as other members of its management team. The company had significant turnover in personnel in recent years and cannot be certain it can adequately recruit, hire and retain replacement personnel or that its executive officers and other key employees will continue in their respective capacities for any period of time, and these employees may be difficult to replace. If the company loses the services of any of its management team, the company's business may be adversely affected.

***The company is subject to certain risks inherent in managing and operating businesses in many different foreign jurisdictions.***

The company has significant international operations, including operations in Australia, Canada, New Zealand, Mexico, Asia (primarily China) and Europe. There are risks inherent in operating and selling products internationally, including:

- different regulatory environments and reimbursement systems;
- difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;
- foreign customers who may have longer payment cycles than customers in the United States;
- fluctuations in foreign currency exchange rates;
- tax rates in certain foreign countries that may exceed those in the United States and foreign earnings that may be subject to withholding requirements;
- the imposition of tariffs, exchange controls or other trade restrictions including transfer pricing restrictions when products produced in one country are sold to an affiliated entity in another country;
- potential adverse changes in trade agreements between the United States and foreign countries, including the North America Free Trade Agreement (NAFTA) among the United States, Canada and Mexico;
- potential adverse changes in economic and political conditions in countries where the company operates or where end-users of the company's products reside, or in their diplomatic relations with the United States;
- government control of capital transactions, including the borrowing of funds for operations or the expatriation of cash;
- potential adverse tax consequences, including those that may result from new United States tax laws, rules, regulations or policies;
- security concerns and potential business interruption risks associated with political and/or social unrest, or public health crisis, in foreign countries where the company's facilities or assets are located;
- difficulties associated with managing a large organization spread throughout various countries;
- difficulties in enforcing intellectual property rights and weaker intellectual property rights protection in some countries;
- required compliance with a variety of foreign laws and regulations; and
- differing consumer product preferences.

The factors described above also could disrupt the company's product manufacturing and assembling operations or its key suppliers located outside of the United States or increase the cost to the company of conducting those operations or using those suppliers. For example, the company relies on its manufacturing and sourcing operations in Mexico and China to produce its products, and the strain of coronavirus that surfaced in Wuhan, China has resulted in interruptions in production in China. Disruptions in, or

increased costs related to, the company's foreign operations, particularly those in Mexico or China, may impact the company's revenues and profitability.

***If the company's products are not included within an adequate number of customer formularies, or if pricing policies otherwise favor other products, the company's market share and gross margin could be negatively affected.***

Many of the medical equipment and home health care providers to whom the company sells its products negotiate the price of products and develop formularies which establish pricing and reimbursement levels. Many of these providers also compensate their sales personnel based on the formulary position of the products they sell. Exclusion of a product from a formulary, unfavorable positioning of a product within a formulary, or lower compensation levels for customer sales personnel associated with the products can lead to such product's sharply reduced usage in the provider's patient population. If the company's products are not included, or favorably positioned, within an adequate number of formularies, or if the pricing policies or sales compensation programs of providers otherwise favor other products, the company's sales revenues, market share and gross margin could be negatively affected, which could have a material adverse effect on the company's results of operations and financial condition.

***The industry in which the company operates is highly competitive and some of the company's competitors may have greater financial resources, a more effective market strategy or better strategic execution.***

The home medical equipment market is highly competitive and the company's products face significant competition from other well-established manufacturers or potential new market entrants. Reduced government reimbursement levels and changes in reimbursement policies, such as the National Competitive Bidding program implemented in the U.S. by CMS, may drive competitors, particularly those that have greater financial resources than the company's, to offer drastically reduced pricing terms in an effort to take market share from the company or secure government acceptance of their products and pricing. New or disruptive products which compete with the company's products may be introduced in the market or may find higher level or customer acceptance than the company's products. Any increase in competition may cause the company to lose market share or compel the company to reduce prices to remain competitive, which could have a material adverse effect on the company's results of operations. The company's failure to recognize changing market demands or a failure to develop or execute a strategy to meet such changes could also result in a material adverse effect on the company's results of operations.

***The consolidation of health care customers and the company's competitors could result in a loss of customers or in additional competitive pricing pressures.***

Numerous initiatives and reforms instituted by legislators, regulators and third-party payors to reduce home medical equipment costs have caused pricing pressures which have resulted in a consolidation trend in the home medical equipment industry as well as among the company's customers, including home health care providers. In the past, some of the company's competitors, which may include distributors, have been lowering the purchase prices of their products in an effort to attract customers. This in turn has resulted in greater pricing pressures, including pressure to offer customers more competitive pricing terms, exclusion of products from or unfavorable position on provider formularies and the exclusion of certain suppliers from important market segments as group purchasing organizations, independent delivery networks and large single accounts continue to consolidate purchasing decisions for some of the company's customers. Further consolidation could result in a loss of customers, increased collectability risks, or increased competitive pricing pressures. In addition, as reimbursement pressures persist in the U.S. market, some customers directly source their own lifestyle products to secure a low-cost advantage.

***The company's business strategy relies on certain assumptions concerning demographic trends that impact the market for its products. If these assumptions prove to be incorrect, demand for the company's products may be lower than expected.***

The company's ability to achieve its business objectives is subject to a variety of factors, including the relative increase in the aging of the general population. The company believes that these trends will increase the need for its products. The projected demand for the company's products could materially differ from actual demand if the company's assumptions regarding these trends and acceptance of its products by health care professionals and patients prove to be incorrect or do not materialize. If the company's assumptions regarding these factors prove to be incorrect, the company may not be able to successfully implement the company's business strategy, which could adversely affect the company's results of operations. In addition, the perceived benefits of these trends may be offset by competitive or business factors, such as the introduction of new products by the company's competitors or the emergence of other countervailing trends, including lower reimbursement and pricing.

***The adoption of healthcare reform and other legislative developments in the U.S. may adversely affect the company's business, results of operations and/or financial condition.***

The U.S. Affordable Care Act enacted in 2010 includes provisions intended to expand access to health insurance coverage, improve the quality and reduce the costs of healthcare over time. Further U.S. healthcare reform may be implemented in the future.

The Affordable Care Act and any potential future healthcare reform legislation along with the programs implemented by such laws may reduce reimbursements for the company's products, may impact the demand for the company's products and may impact the prices at which the company sells its products. In addition, various healthcare programs and regulations may be ultimately implemented at the federal or state level. Such changes could have a material adverse effect on the company's business, results of operations and/or financial condition.

***Changes in government and other third-party payor reimbursement levels and practices have negatively impacted and could continue to negatively impact the company's revenues and profitability.***

The company's products are sold primarily through a network of medical equipment and home health care providers, extended care facilities and other providers such as various government-provider agencies throughout the world. Many of these providers (the company's customers) are reimbursed for the products and services provided to their customers and patients by third-party payors, such as government programs, including Medicare and Medicaid, private insurance plans and managed care programs. Most of these programs set maximum reimbursement levels for some of the products sold by the company in the United States and abroad. If third-party payors deny coverage, make the reimbursement process or documentation requirements more uncertain or reduce their levels of reimbursement, or if the company is unable to reduce its costs of production to keep pace with decreases in reimbursement levels, the company may be unable to sell the affected product(s) through its distribution channels on a profitable basis.

Reduced government reimbursement levels and changes in reimbursement policies have in the past added, and could continue to add, significant pressure to the company's revenues and profitability. For example, the National Competitive Bidding, or "NCB", program introduced by CMS beginning in January 2011 has had the effect of substantially reducing reimbursement and payment rates for medical equipment and supplies by Medicare. The reduced reimbursement and payment rates have, in some cases, prompted customers to consider lower-priced alternatives to the company's products and compelled the company to reduce prices on certain products, which has negatively impacted the company's revenues and profitability. In November 2018, CMS announced a suspension of NCB for approximately two years while changes to the program structure are implemented. The changes are expected to result in significant modifications to reimbursement and payment rates. The potential impact of these modifications is uncertain and may further negatively impact the company's revenues and profitability. See "Item 1. Business -Government Regulation-National Competitive Bidding."

Similar trends and concerns are occurring in state Medicaid programs. These recent changes to reimbursement policies, and any additional unfavorable reimbursement policies or budgetary cuts that may be adopted in the future, could adversely affect the demand for the company's products by customers who depend on reimbursement from the government-funded programs. The percentage of the company's overall sales that are dependent on Medicare or other insurance programs may increase as the portion of the U.S. population over age 65 continues to grow, making the company more vulnerable to reimbursement level reductions by these organizations. Reduced government reimbursement levels also could result in reduced private payor reimbursement levels because some third-party payors index their reimbursement schedules to Medicare fee schedules. Reductions in reimbursement levels also may affect the profitability of the company's customers and ultimately force some customers without strong financial resources to become unable to pay their bills as they come due or go out of business. The reimbursement reductions may prove to be so dramatic that some of the company's customers may not be able to adapt quickly enough to survive. The company is one of the industry's significant creditors and an increase in bankruptcies or financial weakness in the company's customer base could have an adverse effect on the company's financial results.

Outside the U.S., reimbursement systems vary significantly by country. Many foreign markets have government-managed health care systems that govern reimbursement for home health care products. The ability of hospitals and other providers supported by such systems to purchase the company's products is dependent, in part, upon public budgetary constraints. Various countries have tightened reimbursement rates and other countries may follow. If adequate levels of reimbursement from third-party payors outside of the U.S. are not obtained, international sales of the company's products may decline, which could adversely affect the company's net sales.

The impact of all the above is uncertain and could have a material adverse effect on the company's business, financial condition, liquidity and results of operations.

***The company is subject to a consent decree of injunction ("consent decree") with the U.S. Food and Drug Administration ("FDA"), the effects of which have been, and continue to be, costly to the company and could result in continued adverse consequences to the company's business.***

In December 2012, the company became subject to a consent decree of injunction filed by FDA with respect to the company's Corporate facility and its Taylor Street manufacturing facility in Elyria, Ohio. The consent decree initially limited the company's (i) manufacture and distribution of power and manual wheelchairs, wheelchair components and wheelchair sub-assemblies at or from its Taylor Street manufacturing facility, except in verified cases of medical necessity, (ii) design activities related to wheelchairs and power beds that take place at the impacted Elyria facilities and (iii) replacement, service and repair of products already in use from the Taylor Street manufacturing facility. Under the terms of the consent decree, in order to resume full operations, the company had to successfully complete independent, third-party expert certification audits at the impacted Elyria facilities, comprising three distinct certification reports separately submitted to, and accepted by, FDA; submit its own report to the FDA; and successfully complete a reinspection by FDA of the company's Corporate and Taylor Street facilities.

On July 24, 2017, following its reinspection, FDA notified the company that it was in substantial compliance with the QSR and the Federal Food, Cosmetic & Drug Act (The FDA Act), FDA regulations and the terms of the consent decree that the company was permitted to resume full operations at those facilities including the resumption of unrestricted sales of products made in those facilities.

The consent decree will continue in effect for a minimum of five years from July 24, 2017, during which time the company's Corporate and Taylor Street facilities must complete two semi-annual audits in the first year and then four annual audits in the next four years performed by a company retained expert firm. The expert audit firm will determine whether the facilities remain in continuous compliance with the FDA Act, regulations and the terms of the consent decree. The FDA has the authority to inspect these facilities and any other FDA registered facility, at any time. The FDA also has the authority to order the company to take a wide variety of remedial actions if the FDA finds that the company is not in compliance with the consent decree or FDA regulations. The FDA also has authority under the consent decree to assess liquidated damages for any violations of the consent decree, FDA regulations or the FDA Act. Any such failure by the company to comply with the consent decree, the FDA Act or FDA regulations, or any need to complete significant remediation as a result of any such audits or inspections, or actions taken by the FDA as a result of any such failure to comply, could have a material adverse effect on the company's business, financial condition, liquidity or results of operations.

The limitations previously imposed by the FDA consent decree negatively affected net sales in the North America segment and, to a certain extent, the Asia Pacific region beginning in 2012. The limitations led to delays in new product introductions. Further, uncertainty regarding how long the limitations would be in effect limited the company's ability to renegotiate and bid on certain customer contracts and otherwise led to a decline in customer orders.

Although the company has been permitted to resume full operations at the Corporate and Taylor Street facilities, the negative effect of the consent decree on customer orders and net sales in the North America segment and Asia Pacific region has been considerable, and it is uncertain as to whether, or how quickly, the company will be able to rebuild net sales to more typical historical levels, irrespective of market conditions. Accordingly, when compared to the company's 2010 results, the previous limitations in the consent decree had, and likely may continue to have, a material adverse effect on the company's business, financial condition and results of operations. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

***Any failure by the company to comply with medical device regulatory requirements or receive regulatory clearance or approval for the company's products or operations in the United States or abroad could adversely affect the company's business.***

The company's medical devices are subject to extensive regulation in the United States by FDA, and by similar governmental authorities in the foreign countries where the company does business. FDA regulates virtually all aspects of a medical device's development, testing, manufacturing, labeling, promotion, distribution and marketing. In addition, the company is required to file reports with FDA if the company's products may have caused, or contributed to, a death or serious injury, or if they malfunction and would be likely to cause, or contribute to, a death or serious injury if the malfunction were to recur. In general, unless an exemption applies, the company's mobility and respiratory therapy products must receive a pre-market clearance from FDA before they can be marketed in the United States. FDA also regulates the export of medical devices to foreign countries. The company cannot be assured that any of the company's devices, to the extent required, will be cleared by FDA through the pre-market clearance process or that FDA will provide export certificates that are necessary to export certain of the company's products for sale in certain foreign countries. If the company is unable to obtain export certificates for its products, it will limit the company's ability to support foreign markets with such products, which may have an adverse impact on the company's business and results of operations.

Additionally, the company is required to obtain pre-market clearances to market modifications to the company's existing products or market its existing products for new indications. FDA requires device manufacturers themselves to make and document a determination as to whether a modification requires a new clearance; however, FDA can review and disagree with a manufacturer's decision. The company may not be successful in receiving clearances in the future or FDA may not agree with the company's decisions not to seek clearances for any particular device modification. FDA may require a clearance for any past or future modification or a new indication for the company's existing products. Such submissions may require the submission of additional data and may be time consuming and costly, and ultimately, may not be cleared by FDA.

If FDA requires the company to obtain pre-market clearances for any modification to a previously cleared device, the company may be required to cease manufacturing and marketing the modified device or to recall the modified device until the company obtains FDA clearance, and the company may be subject to significant regulatory fines or penalties. In addition, FDA may not clear these submissions in a timely manner, if at all. FDA also may change its policies, adopt additional regulations or revise existing regulations, each of which could prevent or delay pre-market clearance of the company's devices, or could impact the company's ability to market a device that was previously cleared. Any of the foregoing could adversely affect the company's business.

Any failure by the company to comply with the regulatory requirements of FDA and other applicable U.S. regulatory requirements may subject the company to administrative or judicially imposed sanctions. These sanctions include warning letters, civil penalties, criminal penalties, injunctions, consent decrees, product seizure or detention, product recalls and total or partial suspension of production, any of which could materially adversely affect the company's business, financial condition, liquidity and results of operations.

As part of its regulatory function, FDA routinely inspects the facilities of medical device companies and has continued to actively inspect the company's facilities, other than through the processes established under the consent decree. The company expects that the FDA will from time to time, inspect substantially all the company's domestic and foreign FDA-registered operational facilities and may do so repeatedly. The results of regulatory claims, proceedings or investigations are difficult to predict. An unfavorable resolution or outcome of any matter that may arise out of any FDA inspection of the company's facilities, could materially and adversely affect the company's business, financial condition, liquidity and results of operations.

In many of the foreign countries in which the company manufactures or markets its products, the company is subject to extensive medical device regulations that are similar to those of FDA, including those in Europe. The regulation of the company's products in Europe falls primarily within the European Economic Area, which consists of the European Union member states, as well as Iceland, Liechtenstein and Norway. Only medical devices that comply with certain conformity requirements of the Medical Device Directive ("MDD") are allowed to be marketed within the European Economic Area. The company's products will be required to comply with the European Medical Device Regulation ("MDR"), for class I products by May 2020, and for class II products by the expiring of their current MDD certification which will begin to expire in 2022. Products that fail to be certified with the MDR may not be marketed or sold in the European Union. In addition, the national health or social security organizations of certain foreign countries, including those outside Europe, require the company's products to be qualified before they can be marketed in those countries. Failure to receive, or delays in the receipt of, relevant foreign qualifications in the European Economic Area or other foreign countries could have a material adverse effect on the company's business.

***The impact of the United Kingdom ("UK") exiting the European Union (the "EU") known as "Brexit" may adversely affect the company's business, results of operations and/or financial condition.***

The UK exited the European Union on January 31, 2020 and started a 11-month transition plan. During the transition, the UK effectively remains in the EU's customs union and single market and continues to obey EU rules; however, it is no longer part of the EU political institutions. The company markets all of its main products in the UK, has contracts with the U.K. government and manufactures mattresses, seating and upholstery products in the UK. Due to Brexit, the company will likely need to re-register products with the Medical and Healthcare Products Regulatory Agency ("MHRA") and make labeling and other changes for products delivered from the UK into the EU. Brexit poses supply chain risks as the company will need to make various changes, including changes to transportation documentation. Brexit may increase the company's foreign exchange risk should the exchange rates between the British Pound and other currencies such as the U.S. Dollar and Euro materially change. The company will work to mitigate any and all such risks associated with Brexit but there is no assurance that its efforts will be entirely successful. If the company's mitigation efforts are not sufficient, the company's financial results could be adversely affected.

***Being in the health care industry, the company is subject to extensive government regulation, and if the company fails to comply with applicable health care laws or regulations, the company could suffer severe civil or criminal sanctions or may be required to make significant changes to the company's operations that could have a material adverse effect on the company's results of operations.***

The company sells its products principally to medical equipment and home health care providers who resell or rent those products to consumers. Many of those providers (the company's customers) are reimbursed by third-party payors, including Medicare and Medicaid, for the company products sold to their customers and patients. The U.S. federal government and the governments in the states and other countries in which the company operates regulate many aspects of the company's business and the business of the company's customers. As a part of the health care industry, the company and its customers are subject to extensive government regulation, including numerous laws directed at preventing fraud and abuse and laws regulating reimbursement under various government programs. The marketing, invoicing, documenting and other practices of health care suppliers and manufacturers are all subject to government scrutiny. Government agencies periodically open investigations and obtain information from health care suppliers and manufacturers pursuant to the legal process. Violations of law or regulations can result in severe administrative, civil and criminal penalties and sanctions, including disqualification from Medicare and other reimbursement programs, which could have a material adverse effect on the company's business. While the company has established numerous policies and procedures to address compliance with these laws and regulations, there can be no assurance that the company's efforts will be effective to prevent a material adverse effect on the company's business from noncompliance issues.

Health care is an area of rapid regulatory change. Changes in the law and new interpretations of existing laws may affect permissible activities, the costs associated with doing business, and reimbursement amounts paid by federal, state and other third-party payors, all of which may affect the company and its customers. The company cannot predict the future of federal, state and local regulation or legislation, including Medicare and Medicaid statutes and regulations, or possible changes in health care policies in any country in which the company conducts business. Future legislation and regulatory changes could have a material adverse effect on the company's business.

***The terms of the company's debt facilities and financing arrangements may limit the company's flexibility in operating its business.***

The company's credit agreement provides the company and certain of the company's U.S., Canadian, U.K. and French subsidiaries with the ability to borrow under senior secured revolving credit, letter of credit and swing line loan facilities. The aggregate borrowing availability under the credit facilities is determined based on borrowing base formulas set forth in the credit agreement. The credit facilities are secured by substantially all the company's domestic and Canadian assets, other than real estate, and by substantially all the personal property assets of the company's U.K. subsidiaries and all of the receivables of the company's French subsidiaries. The credit agreement contains customary default provisions, with certain grace periods and exceptions, that include, among other things, failure to pay amounts due, breach of covenants, representations or warranties, bankruptcy, the occurrence of a material adverse effect, exclusion from any medical reimbursement program, and an interruption of any material manufacturing facilities for more than ten consecutive days.

The restrictive terms of the company's credit agreement may limit the company's ability to conduct and expand its business and pursue its business strategies. The company's ability to comply with the provisions of its credit agreements can be affected by events beyond its control, including changes in general economic and business conditions, or by government enforcement actions, such as, for example, adverse impacts from the FDA consent decree of injunction. If the company is unable to comply with the provisions in the credit agreement, it could result in a default which could trigger acceleration of, or the right to accelerate, the related debt. Because of cross-default provisions in its agreements and instruments governing certain of the company's indebtedness, a default under the credit agreement could result in a default under, and the acceleration of, certain other company indebtedness. In addition, the company's lenders would be entitled to proceed against the collateral securing the indebtedness.

The company's ability to meet its liquidity needs will depend on many factors, including the operating performance of the business, as well as the company's continued compliance with the covenants under its credit agreement. Notwithstanding the company's expectations, if the company's operating results decline, the company may be unable to comply with the financial covenants, and its lenders could demand repayment of the amounts outstanding under the company's credit facility.

The company also has an agreement with De Lage Landen, Inc. ("DLL"), a third-party financing company, to provide financing to the company's U.S. customers. Either party could terminate this agreement with 180 days' notice or 90 days' notice by DLL upon the occurrence of certain events. Should this agreement be terminated, the company's borrowing needs under the credit agreement could increase.

***The company's leverage and debt obligations could adversely affect its financial condition, limit its ability to raise additional capital to fund its operations, impact the way it operates its business and prevent it from fulfilling its debt service obligations***.

The company has significant outstanding indebtedness. As of December 31, 2019, the company had outstanding $61,091,000 aggregate principal amount of 5.00% Convertible Senior Notes that mature in February 2021 (the "2021 Notes"), $120,000,000 aggregate principal amount of 4.50% Convertible Senior Notes that mature in June 2022 (the "2022 Notes") and $72,909,000 aggregate principal amount of 5.00% Convertible Senior Notes that mature in November 2024 (the "2024 Notes") and was party to an Amended and Restated Credit Agreement providing for asset-based lending senior secured revolving credit facilities which mature in January 2021.

The company's indebtedness could have important negative consequences, including:

- reduced availability of cash for the company's operations and other business activities after satisfying interest payments and other requirements under the terms of its debt instruments;
- less flexibility to plan for or react to competitive challenges, and suffer a competitive disadvantage relative to competitors that do not have as much indebtedness;
- difficulty in obtaining additional financing in the future;
- inability to comply with covenants in, and potential for default under, the company's debt instruments; and
- challenges to refinancing any of the company's debt.

The company's ability to satisfy its debt obligations will depend principally upon its future operating performance. As a result, prevailing economic conditions and financial, business, legal and regulatory and other factors, many of which are beyond the company's control, may affect its ability to make payments on its debt. If it does not generate sufficient cash flow to satisfy its debt obligations, the company may have to undertake alternative financing plans, such as refinancing or restructuring its debt, selling assets, seeking additional capital or reducing or delaying capital investments. The company's ability to restructure or refinance its debt will depend on the capital markets and the company's financial condition at the time. Restructuring or refinancing indebtedness could require the company to issue additional debt, pay additional fees and interest, issue potentially dilutive additional equity, further encumber certain of the company's assets, agree to covenants that could restrict its future operations and pay related transaction fees and expenses. Any such measures would require agreements with counterparties, including potentially the company's existing creditors, and may not be successful on attractive terms or otherwise. Whether or not successful, any such measures may have a negative impact on the company's financial condition and results of operations, including on the market price of the company's common stock and debt securities.

See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources."

***The company may not be able to repay or refinance the 2021 Notes, 2022 Notes or 2024 Notes, and the issuance of common shares upon conversion of the 2021, 2022 or 2024 Notes could cause dilution to the company's existing shareholders.***

As of December 31, 2019, the company had outstanding $61,091,000, $120,000,000 and $72,909,000 aggregate principal amount of its 2021 Notes, 2022 Notes and its 2024 Notes, respectively. Prior to the close of business on the business day immediately preceding August 15, 2020 (with respect to the 2021 Notes) and prior to the close of business on the business day immediately preceding December 1, 2021 (with respect to the 2022 Notes) and prior to the close of business on the business day preceding May 15, 2024 (with respect to the 2024 Notes), the notes will be convertible only upon satisfaction of certain conditions. Holders may convert their 2021 Notes at their option at any time after August 15, 2020 until the close of business on the second scheduled trading day immediately prior to February 15, 2021, holders may convert their 2022 Notes at their option at any time after December 1, 2021 until the close of business on the second scheduled trading day immediately preceding June 1, 2022 and holders may convert their 2024 Notes at their option at any time after May 15, 2024 until the close of business on the second scheduled trading day immediately preceding November 15, 2024.

Any use of cash upon conversion or maturity of the notes could adversely affect the company's liquidity, and the company may not have enough available cash or be able to obtain financing at the time it is required to pay cash in settlement of notes being converted or maturing. Furthermore, the company may seek to refinance the 2021 Notes, the 2022 Notes and/or the 2024 Notes prior to maturity, and there is no assurance that the company will be able to do so on attractive terms or at all.

The company may settle conversions of the notes by paying or delivering, as the case may be, cash, common shares, or a combination of cash and common shares, at the company's election. If any such conversions occur and the company has authority, and so elects, to settle some or all of the converted notes in common shares, the number of shares issued could be significant and such an issuance could cause dilution to the interests of the existing shareholders.

***The company's 2021 Notes, 2022 Notes and 2024 Notes have certain fundamental change and conditional conversion features which, if triggered, may adversely affect the company's financial condition***.

If a fundamental change occurs under the company's 2021 Notes, 2022 Notes or its 2024 Notes, the holders of the notes may require the company to purchase for cash any or all of the notes. However, there can be no assurance that the company will have sufficient funds at the time of the fundamental change to purchase all of the notes delivered for purchase, and it may not be able to arrange necessary financing on acceptable terms, if at all. Likewise, if one of the conversion contingencies of the notes is triggered, holders of notes will be entitled to convert the notes at any time during specified periods. If the company desires to settle any portion of any converted notes through the payment of cash, there can be no assurance that it will have sufficient funds to purchase all of the notes delivered for purchase, and the company may not be able to arrange necessary financing on acceptable terms, if at all. If the company elects to settle any converted notes through the issuance of common shares, it would have a dilutive effect on shareholders' interests.

If a fundamental change occurs under the company's 2021 Notes or 2022 Notes, the company may have to settle the open convertible note warrant transactions with the respective counterparties, which may require the company to issue common shares to the counterparty, which would have a dilutive effect on shareholders' interests, or to make cash payments to the counterparty, and there can be no assurance that the company will have sufficient funds to do so.

In addition, whether following a fundamental change or otherwise, the counterparties to the company's convertible note hedge and warrant transactions or their respective affiliates may modify their initial hedge positions by entering into or unwinding various derivatives contracts with respect to the company's common shares and/or purchasing or selling common shares or other securities of the company in secondary market transactions prior to the maturity of the notes. This activity could cause or avoid a significant change in the market price of the company's common shares.

***Decreased availability or increased costs of materials could increase the company's costs of producing its products.***

The company purchases raw materials, fabricated components, some finished goods and services from a variety of suppliers. Raw materials such as plastics, steel and aluminum are considered key raw materials. Where appropriate, the company employs contracts with its suppliers, both domestic and international. From time to time, however, the prices, availability, or quality of these materials fluctuate due to global market demands, import duties and tariffs, delays or interruptions in production or delivery, including events such as the coronavirus outbreak, or economic conditions, which could impair the company's ability to procure necessary materials or increase the cost of these materials. Inflationary and other increases in costs of these materials have occurred in the past and may recur from time to time. In addition, freight costs associated with shipping and receiving product and sales are impacted by fluctuations in the cost of oil and gas. A reduction in the supply or increase in the cost or change in quality of those materials could impact the company's ability to manufacture its products and could increase the cost of production, which could negatively impact the company's revenues and profitability. For example, the tariffs on steel and aluminum on a wide range of products and components imported from China imposed by the U.S. as well as material cost increases imposed by domestic suppliers influenced by the tariffs, have had, and may continue to have, a significant adverse effect on the company's cost of product. The company is attempting to mitigate the adverse impacts of these tariffs, through identifying long-term alternative supply chain opportunities and other actions. The company's actions to date have greatly reduced the impact of tariffs. However, if the company is unsuccessful in mitigating the impact of tariffs in the future, its revenues, profitability and results of operations may continue to be adversely affected.

***The company's ability to manage an effective supply chain is a key success factor.***

The company needs to manage its supply chain efficiently from sourcing to manufacturing and distribution. Successful supply chain management is based on building strong supplier relationships, built on conforming, quality products delivered on-time and at a fair price and operating efficiency. Cost reduction efforts depend on the company's execution of global and regional product platforms that create leverage in sourcing. If the company's supply chain management or cost reduction optimization efforts are ineffective, or if the supply chain is adversely effected by disruption due to shortages, trade barriers or other factors, such as the coronavirus pandemic, the company's revenues and profitability can be negatively impacted.

***The company's success depends on the company's ability to design, manufacture, distribute and achieve market acceptance of new products with higher functionality and lower costs.***

The company sells products to customers primarily in markets that are characterized by technological change, product innovation and evolving industry standards, yet in which product price is increasingly a primary consideration in customers' purchasing decisions.

The company must continue to design and improve innovative products, effectively distribute and achieve market acceptance of those products, and reduce the costs of producing the company's products, in order to compete successfully with the company's competitors and to differentiate the company's brands from its competitors. If competitors' product development capabilities become more effective than the company's product development capabilities, if competitors' new or improved products are accepted by the market before the company's products or if competitors can produce products at a lower cost and thus offer products for sale at a lower price, the company's business, financial condition and results of operation could be adversely affected.

***Lower cost imports could negatively impact the company's profitability.***

Competition from lower cost imports sourced from low cost countries, such as countries in Asia, may negatively impact the company's sales volumes. In the past, competition from certain of these products has caused the company to lower its prices, cutting into the company's profit margins and reducing the company's overall profitability.

***The company may be adversely affected by legal actions or regulatory proceedings.***

In addition to the risks associated with the impact of the FDA consent decree, the company may be subject to claims, litigation, governmental or regulatory investigations, or other liabilities as a result of injuries caused by allegedly defective products, or disputes arising out of dispositions the company has completed or relating to the company's intellectual property. Any such claims or litigation against the company, regardless of the merits, could result in substantial costs and could harm the company's business or its reputation.

The results of legal or regulatory actions or regulatory proceedings are difficult to predict, and the company cannot provide any assurance that an action or proceeding will not be commenced against the company, or that the company will prevail in any such action or proceeding. An unfavorable resolution of any legal action or proceeding could materially and adversely affect the company's business, results of operations, liquidity or financial condition or its reputation.

***Product liability claims may harm the company's business, particularly if the number of claims increases significantly or the company's product liability insurance proves inadequate.***

The manufacture and sale of medical devices and related products exposes the company to a significant risk of product liability claims. From time to time, the company has been, and currently is, subject to a number of product liability claims alleging that the use of the company's products has resulted in serious injury or even death.

Even if the company is successful in defending against any liability claims, these claims could nevertheless distract the company's management, result in substantial costs, harm the company's reputation, adversely affect the sales of all the company's products and otherwise harm the company's business. If there is a significant increase in the number of product liability claims, the company's business could be adversely affected.

The company is self-insured in North America for product liability exposures through its captive insurance company, Invatection Insurance Company, which currently has a policy year that runs from September 1 to August 31 and insures annual policy losses up to $10,000,000 per occurrence and $13,000,000 in the aggregate. The company also has additional layers of external insurance coverage, related to all lines of insurance coverage, insuring up to $75,000,000 in aggregate losses per policy year arising from individual claims anywhere in the world that exceed the captive insurance company policy limits or the limits of the company's per country foreign liability limits, as applicable. There can be no assurance that Invacare's current insurance levels will continue to be adequate or available at affordable rates.

Product liability reserves are recorded for individual claims based upon historical experience, industry expertise and indications from the third-party actuary. Additional reserves, in excess of the specific individual case reserves, are provided for incurred but not reported claims based upon actuarial valuations at the time such valuations are conducted. Historical claims experience and other assumptions are taken into consideration to estimate the ultimate reserves. For example, the actuarial analysis assumes that historical loss experience is an indicator of future experience, that the distribution of exposures by geographic area and nature of operations for ongoing operations is expected to be very similar to historical operations with no dramatic changes and that the government indices used to trend losses and exposures are appropriate. Estimates made are adjusted on a regular basis and can be impacted by actual loss awards and settlements on claims. While actuarial analysis is used to help determine adequate reserves, the company is responsible for the determination and recording of adequate reserves in accordance with accepted loss reserving standards and

practices. If the company's reserves are not adequate to cover actual claims experience, the company's financial results could be adversely affected.

In addition, as a result of a product liability claim or if the company's products are alleged to be defective, the company may have to recall some of its products, may have to incur significant costs or may suffer harm to its business reputation.

***The company's products may be subject to recalls, which could be costly and harm the company's reputation and business.***

The company is subject to ongoing medical device reporting regulations that require the company to report to FDA or similar governmental authorities in other countries if the company's products cause, or contribute to, death or serious injury, or if they malfunction and would be likely to cause, or contribute to, death or serious injury if the malfunction were to recur. If a deficiency, defect in design or manufacturing or defect in labeling is discovered, the company may voluntarily elect to recall or correct the company's products. In addition, FDA and similar regulatory authorities in other countries could force the company to do a field correction or recall the company's products in the event of material deficiencies or defects in design or manufacturing. A government mandated or voluntary recall or field correction by the company could occur for various reasons, such as component failures, manufacturing errors or design defects, including defects in labeling. Any recall or field correction could divert managerial and financial resources and could harm the company's reputation with its customers, product users and the health care professionals that use, prescribe and recommend the company's products. The company could have product recalls or field actions that result in significant costs to the company in the future, and these actions could have a material adverse effect on the company's business.

***The company's operating results and financial condition could be adversely affected if the company becomes involved in litigation regarding its patents or other intellectual property rights.***

Litigation involving patents and other intellectual property rights is common in the company's industry, and other companies within the company's industry have used intellectual property litigation in an attempt to gain a competitive advantage. The company in the past has been, and in the future may become, a party to lawsuits involving patents or other intellectual property. If the company were to receive an adverse judgment in any such proceeding, a court or a similar foreign governing body could invalidate or render unenforceable the company's owned or licensed patents, require the company to pay significant damages, seek licenses and/or pay ongoing royalties to third parties, require the company to redesign its products, or prevent the company from manufacturing, using or selling its products, any of which could have an adverse effect on the company's results of operations and financial condition. The company in the past has brought, and may in the future also bring, actions against third parties for infringement of the company's intellectual property rights. The company may not succeed in these actions. The defense and prosecution of intellectual property suits, proceedings before the U.S. Patent and Trademark Office or its foreign equivalents and related legal and administrative proceedings are both costly and time consuming. Protracted litigation to defend or prosecute the company's intellectual property rights could seriously detract from the time the company's management would otherwise devote to running its business. Intellectual property litigation relating to the company's products could cause its customers or potential customers to defer or limit their purchase or use of the affected products until resolution of the litigation.

***The company's research and development and manufacturing processes are subject to federal, state and local requirements.***

The company's research and development and manufacturing processes are subject to federal, state and local requirements, including requirements governing the discharge of pollutants into the air or water, the use, handling, storage and disposal of hazardous substances and the responsibility to investigate and clean up contaminated sites. Under some of these laws, the company also could be held responsible for costs relating to any contamination at the company's past or present facilities and at third-party waste disposal sites. These could include costs relating to contamination that did not result from any violation of law and, in some circumstances, contamination that the company did not cause. The company may incur significant expenses relating to the failure to comply with environmental laws. The enactment of stricter laws or regulations, the stricter interpretation of existing laws and regulations or the requirement to undertake the investigation or remediation of currently unknown environmental contamination at the company's own or third-party sites may require the company to make additional expenditures, which could be material.

***If the company is unable to protect its intellectual property rights or resolve successfully claims of infringement brought against it, the company's product sales and business could be affected adversely.***

The company's business depends in part on its ability to establish, protect, safeguard and enforce its intellectual property and contractual rights and to defend against any claims of infringement, both of which involve complex legal, factual and marketplace uncertainties. The company relies on a combination of patent, trade secret, copyright and trademark law and security measures to protect its intellectual property, but effective intellectual property protection may

not be available in all places that the company sells its products or services, particularly in certain foreign jurisdictions, and patents provide protection for finite time periods. In addition, the company uses nondisclosure, confidentiality agreements and invention assignment agreements with many of its employees, and nondisclosure and confidentiality agreements with certain third parties, in an effort to help protect its proprietary technology and know-how. If these agreements are breached or the company's intellectual property is otherwise infringed, misappropriated or violated, the company may have to rely on litigation to enforce its intellectual property rights. If any of these measures are unsuccessful in protecting the company's intellectual property, the company's business may be affected adversely.

In addition, the company may face claims of infringement, misappropriation or other violation of third parties' intellectual property that could interfere with its ability to use technology or other intellectual property rights that are material to the company's business operations. In the event that a claim of infringement, misappropriation or other violation against the company is successful, the company may be required to pay royalties or license fees to continue to use technology or other intellectual property rights that the company was using, or the company may be unable to obtain necessary licenses from third parties at a reasonable cost or within a reasonable time. If the company is unable to obtain licenses on reasonable terms, it may be forced to cease selling or using the products that incorporate the challenged intellectual property, or to redesign or, in the case of trademark claims, rename its products to avoid infringing the intellectual property rights of third parties, which may not be possible, or if possible, may be time-consuming. Any litigation of this type, whether successful or unsuccessful, could result in substantial costs to the company and adversely affect the company's business and financial condition.

The company also holds patent and other intellectual property licenses from third parties for some of its products and on technologies that are necessary in the design and manufacture of some of the company's products. The loss of these licenses could prevent the company from, or could cause additional disruption or expense in, manufacturing, marketing and selling these products, which could harm the company's business.

***The company's capital expenditures could be higher than anticipated.***

Unanticipated maintenance issues, changes in government regulations or significant investments in technology and new product development could result in higher than anticipated capital expenditures, which could impact the company's debt, interest expense and cash flows.

***The company has long-term capital leases on its significant facilities located in Elyria and North Ridgeville, Ohio and Sanford, Florida, with the same owner/landlord.***

Under the terms of the real estate leases, defaults by the company under any one of such leases, would trigger a cross default under all related leases with the owner/landlord. Should a default by the company occur, there could be a material adverse effect on the company's business, operations, financial condition or liquidity.

***The company may be unable to make strategic acquisitions without obtaining amendments to its credit agreement.***

The company's business plans historically included identifying, analyzing, acquiring, and integrating other strategic businesses. There are various reasons for the company to acquire businesses or product lines, including providing new products or new manufacturing and service capabilities, to add new customers, to increase penetration with existing customers, and to expand into new geographic markets. The provisions of the credit agreement restrict the company from undertaking certain acquisitions unless the company is able to negotiate and obtain amendments with regard to those provisions. If the company is unable to obtain the necessary amendments, it may miss opportunities to grow its business through strategic acquisitions.

In addition, an acquisition could materially impair the company's operating results by causing the company to incur debt or requiring the amortization of acquisition expenses and acquired assets.

***The company's revenues and profits are subject to exchange rate and interest rate fluctuations that could adversely affect its results of operations or financial position.***

Currency exchange rates are subject to fluctuation due to, among other things, changes in local, regional or global economic conditions, the imposition of currency exchange restrictions and unexpected changes in regulatory or taxation environments. The predominant currency used by the company's subsidiaries outside the U.S. to transact business is the functional currency used for each subsidiary. Through the company's international operations, the company is exposed to foreign currency fluctuations, and changes in exchange rates can have a significant impact on net sales and elements of cost. The company conducts a significant number of transactions in currencies other than the U.S. dollar. In addition, because certain of the company's costs and revenues are denominated in other currencies, such as those from its European operations, the company's results of operations are exposed to foreign exchange rate fluctuations as the financial results of those operations are translated from local currency into U.S. dollars upon consolidation. For example, in prior

years, the devaluation of the Euro had a negative impact on the translation of company's European segment net income into U.S. dollars, and the foreign currency impact of the Brexit referendum in the U.K. had a negative impact on acquisition of dollar and Euro denominated goods in the U.K. If other countries also exit the European Union, similar negative impacts may result.

The company uses foreign exchange forward contracts primarily to help reduce its exposure to transactional exchange rate risk. Despite the company's efforts to mitigate these risks, however, the company's revenues and profitability may be materially adversely affected by exchange rate fluctuations. The company does not have any similar arrangements that mitigate the company's exposure to foreign exchange translation risk, and does not believe that any meaningful arrangement to do so is available to the company.

The company also is exposed to market risk through various financial instruments, including fixed rate and floating rate debt instruments. The company does at times use interest rate swap contracts to mitigate its exposure to interest rate fluctuations, but those efforts may not adequately protect the company from significant interest rate risks. Interest on some of the company's debt is based on the London Interbank Offered Rate (LIBOR), which is currently historically low. Increases in LIBOR could have a significant impact on the company's reported interest expense, to the extent that the company has outstanding borrowings subject to LIBOR-based interest rates.

***Additional tax expense or additional tax exposures could affect the company's future profitability and cash flow.***

The company is subject to income taxes in the United States and various non-U.S. jurisdictions. The domestic and international tax liabilities are dependent upon the allocation of income among these different jurisdictions. The company's tax expense includes estimates of additional tax which may be incurred for tax exposures and reflects various other estimates and assumptions. In addition, the assumptions include assessments of future earnings of the company that could impact the valuation of its deferred tax assets. The company's future results of operations could be adversely affected by changes in the company's effective tax rate which could result from changes in the mix of earnings in countries with differing statutory tax rates, changes in the overall profitability of the company, changes in tax legislation and rates, changes in generally accepted accounting principles, changes in the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns and continuing assessments of its tax exposures. Corporate tax reform and tax law changes continue to be analyzed in many jurisdictions, including the potential impacts of new United States tax laws, rules, regulations or policies, and any legislation or regulations which may result from those policies.

The Tax Cuts and Jobs Act ("Tax Act") was enacted on December 22, 2017. The Tax Act significantly revamped U.S. taxation of corporations, including a reduction of the federal income tax rate from 35% to 21%, a limitation on interest deductibility, and a new tax regime for foreign earnings. The limitation on interest deductibility, the new U.S. taxes on accumulated and future foreign earnings, other adverse changes resulting from the Tax Act, or a change in the mix of domestic and foreign earnings, might offset the benefit from the reduced tax rate, and the company's future effective tax rates and/or cash taxes may increase, even significantly, or not decrease much, compared to recent or historical trends. Many of the provisions of the Tax Act are highly complex and may be subject to further interpretive guidance from the IRS or others. Some of the provisions of the Tax Act may be changed by a future Congress or challenged by the World Trade Organization ("WTO") or be subject to trade or tax retaliation by other countries. Although the company cannot predict the nature or outcome of such future interpretive guidance, or actions by a future Congress, WTO or other countries, they could adversely impact the company's financial condition, results of operations and cash flows.

***The company's reported results may be adversely affected by increases in reserves for uncollectible accounts receivable.***

The company has a large balance of accounts receivable and has established a reserve for the portion of such accounts receivable that the company estimates will not be collected because of the company's customers' non-payment. The specific reserve is based on historical trends and current relationships with the company's customers and providers. Changes in the company's collection rates can result from a number of factors, including turnover in personnel, changes in the payment policies or practices of payors, changes in industry rates or pace of reimbursement or changes in the financial health of the company's customers. As a result of changes in Medicare reimbursement regulations, the business viability of some the company's customers may be at risk.

The company's reserve for uncollectible receivables has fluctuated in the past and will continue to fluctuate in the future. Changes in rates of collection, even if they are small in absolute terms, could require the company to increase its reserve for uncollectible receivables beyond its current level. The company has reviewed the accounts receivables, including those receivables financed through DLL, associated with many of its customers that are most exposed to these issues. If the business viability of certain of the company's customers deteriorates or the company's credit policies are ineffective in reducing the company's exposures

to credit risk, additional increases in reserves for uncollectible accounts may be necessary, which could adversely affect the company's financial results.

***The company maintains cash balances globally in various financial institutions.***

While the company monitors its accounts with financial institutions both domestically and internationally, recovery of funds cannot be assured in the event the financial institution would fail. In addition, the company may be limited by foreign governments in the amount and timing of funds to be repatriated from foreign financial institutions. Any financial institution failure or repatriation delay could adversely impact the company's ability to fund normal operations, capital expenditures, or service debt, which could adversely affect the company's results.

***Certain provisions of the company's debt agreements, its charter documents, and Ohio law could delay or prevent a sale or change in control of the company.***

Provisions of the company's credit agreement, its charter documents, and Ohio law may make it more difficult for a third party to acquire, or attempt to acquire, control of the company even if a change in control would result in the purchase of shares of the company at a premium to market price. In addition, these provisions may limit the ability of shareholders of the company to approve transactions that they may deem to be in their best interest.

***The company may experience volatility in the market price of its common shares***

The market price of the company's common shares may be influenced by lower trading volume and concentrated ownership relative to many other publicly-held companies. Because several of the company's shareholders own significant amounts of the company's outstanding common shares, the common shares are relatively less liquid and therefore more susceptible to price fluctuations than many other companies' shares. If any one or more of these shareholders were to sell all or a portion of their holdings of company common shares at once or within short periods of time, or there was an expectation that such a sale was imminent, then the market price of the company's common shares could be negatively affected.

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

None.

**Item 2. Properties.**

The company owns or leases its manufacturing facilities, warehouses and offices and believes that these facilities are well maintained, adequately insured and suitable for their present and intended uses. Information concerning certain leased facilities of the company as of December 31, 2019 is set forth in Leases and Commitments in the Notes to the Consolidated Financial Statements of the company included in this report. The company's corporate headquarters is in Elyria, Ohio and a summary of the company's materially important properties by segment is as follows:

| | Owned | | Leased | |
|---|---|---|---|---|
| | Number | Square Feet | Number | Square Feet |
| **Manufacturing Facilities** | | | | |
| Europe | 3 | 349,612 | 6 | 513,601 |
| North America | 1 | 152,256 | 10 | 481,656 |
| | 4 | 501,868 | 16 | 995,257 |
| **Warehouse and Office Facilities** | | | | |
| Europe | 2 | 37,674 | 45 | 412,183 |
| North America | — | — | 9 | 319,486 |
| All Other (Asia Pacific) | — | — | 5 | 104,728 |
| | 2 | 37,674 | 59 | 836,397 |

**Item 3. Legal Proceedings.**

In the ordinary course of its business, the company is a defendant in a number of lawsuits, primarily product liability actions in which various plaintiffs seek damages for injuries allegedly caused by defective products. All the product liability lawsuits that the company faces in the United States have been referred to the company's captive insurance company and/or excess insurance carriers while all non-U.S. lawsuits have been referred to the company's commercial insurance carriers. All such lawsuits are generally contested vigorously. The coverage territory of the company's insurance is worldwide with the exception of those countries with respect to which, at the time the product is sold for use or at the time a claim is made, the U.S. government has suspended or prohibited diplomatic or trade relations. Management does not believe that the outcome of any of these actions will have a material adverse effect upon the company's business or financial condition.

In December 2012, the company became subject to a consent decree of injunction filed by FDA in the U.S. District Court for the Northern District of Ohio with respect to the company's Corporate facility and its Taylor Street manufacturing facility in Elyria, Ohio. On July 24, 2017, following its reinspection of the Corporate and Taylor Street facilities, FDA notified the company that it was in substantial compliance with the FDA Act, FDA regulations and the terms of the consent decree and that the company was permitted to resume full operations at those facilities, including the resumption of unrestricted sales of products made in those facilities.

The consent decree will continue in effect for at least five years from July 24, 2017, during which time the company's Corporate and Taylor Street facilities must complete to two semi-annual audits in the first year and then four annual audits in the next four years performed by a company-retained expert firm. The expert audit firm will determine whether the facilities remain in continuous compliance with the FDA Act, regulations and the terms of the consent decree.

FDA has the authority to inspect the Corporate and Taylor Street facilities, and any other FDA registered facility, at any time. FDA also has the authority to order the company to take a wide variety of actions if the FDA finds that the company is not in compliance with the consent decree, FDA Act or FDA regulations, including requiring the company to cease all operations relating to Taylor Street products. The FDA also can order the company to undertake a partial cessation of operations or a recall, issue a safety alert, public health advisory, or press release, or to take any other corrective action the FDA deems necessary with respect to Taylor Street products.

FDA also has authority under the consent decree to assess liquidated damages of $15,000 per violation per day for any violations of the consent decree, FDA Act or FDA regulations. FDA also may assess liquidated damages for shipments of adulterated or misbranded devices in the amount of twice the sale price of any such adulterated or misbranded device. The liquidated damages, if assessed, are limited to a total of $7,000,000 for each calendar year. The authority to assess liquidated damages is in addition to any other remedies otherwise available to FDA, including civil money penalties.

Additional information regarding the consent decree is included in Item 1. Business - Government Regulation; Item 1A. Risk Factors; Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; and in Contingencies in the Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

**Item 4. Mine Safety Disclosures.**

None.

**Information about our Executive Officers***

The following table sets forth the names of the executive officers of the company, each of whom serves at the pleasure of the Board of Directors, as well as certain other information.

| Name | Age | Position |
|---|---|---|
| Matthew E. Monaghan | 52 | Chairman, President and Chief Executive Officer |
| Kathleen P. Leneghan | 56 | Senior Vice President and Chief Financial Officer |
| Anthony C. LaPlaca | 61 | Senior Vice President, General Counsel and Secretary |
| Ralf A. Ledda | 52 | Senior Vice President and General Manager, Europe, Middle East & Africa |
| Darcie L. Karol | 53 | Senior Vice President, Human Resources |

* The description of executive officers is included pursuant to the instructions to Item 401 of Regulation S-K.

**Matthew E. Monaghan** was appointed the company's President and Chief Executive Officer in April 2015 and was elected Chairman of the Board in May 2015. Prior to joining Invacare, Mr. Monaghan served as a business unit leader at Zimmer Holdings (now Zimmer Biomet NYSE: ZBH), a major orthopedic implant company, serving first as Vice President and General Manager of the company's Global Hips business (December 2009 to January 2014) and later as Senior Vice President of Hips and Reconstructive Research (January 2014 until joining Invacare). While at Zimmer, Mr. Monaghan was responsible for the Hip Division's new product development, engineering, marketing, clinical studies, quality, regulatory affairs and results of the shared sales and supply chain functions. Later, those responsibilities also included directing global research for various areas of material, process and product innovation. Prior to joining Zimmer in 2009, Mr. Monaghan spent eight years as an operating executive for two leading private equity firms, Texas Pacific Group (TPG) and Cerberus Capital Management, where he led acquisitions and operational improvements of portfolio companies, which included the carve-out from Baxter Healthcare of a global medical business, making significant improvements at a U.S. personal insurance business and as COO of a consumer durable goods business spun off from Newell-Rubbermaid. For the first 13 years of his career, Mr. Monaghan held various engineering, financial and management positions at General Electric (NYSE:GE). Since November 2016, Mr. Monaghan has served as a director of Syneos Health (NASDAQ:SYNH), formerly known as INC Research (NASDAQ: INCR), a contract research and contract commercial organization serving the needs of biopharmaceutical clients.

**Kathleen P. Leneghan** was appointed as the Senior Vice President and Chief Financial Officer of Invacare Corporation in February 2018, after serving as interim Chief Financial Officer of the company since November 2017. She served as Vice President and Corporate Controller of the company since 2003. Ms. Leneghan has been employed by the company for 28 years, serving in various financial roles in North America and Europe. Prior to joining the company, Ms. Leneghan was an audit manager with Ernst & Young LLP.

**Anthony C. LaPlaca** was appointed Senior Vice President, General Counsel and Secretary effective January 2009. Previously, Mr. LaPlaca served as Vice President and General Counsel for six and a half years with Bendix Commercial Vehicle Systems LLC, Elyria, Ohio, a member of the Knorr-Bremse group, a supplier of commercial vehicle safety systems. Prior to that, he served as Vice President and General Counsel to Honeywell Transportation & Power Systems and General Counsel to Honeywell Commercial Vehicle Systems LLC.

**Ralf A. Ledda** was appointed Senior Vice President and General Manager, Europe, Middle East & Africa in November 2016. Previously he served for 21 years as Managing Director of Alber GmbH, Albstadt, Germany, Invacare's subsidiary that specializes in innovative electromotive technology and power add-on devices used with medical and recreational products.

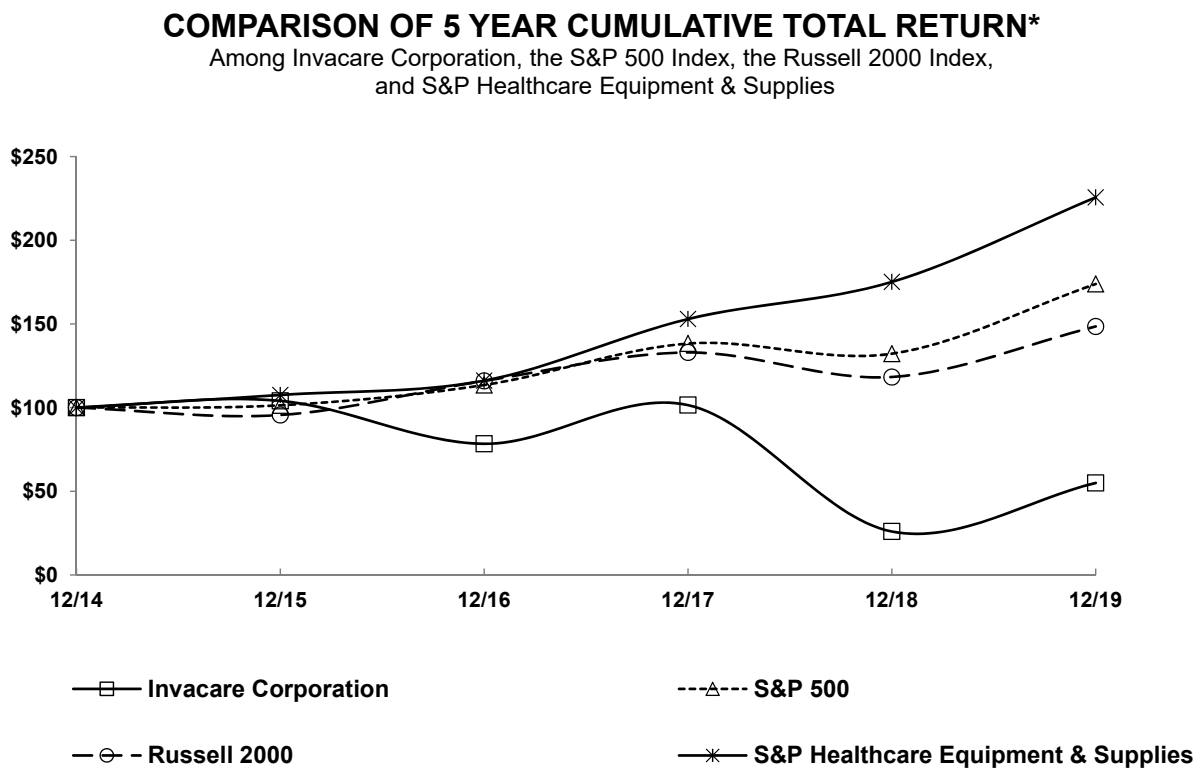
**Darcie L. Karol** was appointed Senior Vice President, Human Resources in June 2018. Prior to joining the company, Ms. Karol worked at the Valspar Corporation, a global paint and coatings company acquired by Sherwin-Williams in June 2017. Ms. Karol served as Valspar's Vice President of Human Resources - Global Coatings from January 2014 until August 2017, and prior to that was Valspar's Human Resources Director for the Asia Region from July 2011 until September 2013. Prior to Valspar, Ms. Karol held Human Resources roles of increasing responsibility at General Mills, Inc., a global consumer packaged goods company.

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

Invacare's Common Shares, without par value, trade on the New York Stock Exchange (NYSE) under the symbol “IVC.” Ownership of the company's Class B Common Shares (which are not listed on the NYSE or any other established trading market) cannot be transferred, except, in general, to family members without first being converted into Common Shares. Class B Common Shares may be converted into Common Shares at any time on a share-for-share basis. The number of record holders of the company Common Shares and Class B Common Shares at March 4, 2020 was 1,912 and 16, respectively.

**SHAREHOLDER RETURN PERFORMANCE GRAPH**

The following graph compares the yearly cumulative total return on Invacare's Common Shares against the yearly cumulative total return of the companies listed on the Standard & Poor's 500 Stock Index, the Russell 2000 Stock Index and the S&P Healthcare Equipment & Supplies Index. The S&P Healthcare Equipment & Supplies Index is a capitalization-weighted average index comprised of health care companies in the S&P 500 Index.




| | 12/14 | 12/15 | 12/16 | 12/17 | 12/18 | 12/19 |
|---|---|---|---|---|---|---|
| Invacare Corporation | $ 100.00 | $ 104.05 | $ 78.40 | $ 101.51 | $ 25.98 | $ 54.98 |
| S&P 500 | 100.00 | 101.38 | 113.51 | 138.29 | 132.23 | 173.86 |
| Russell 2000 | 100.00 | 95.59 | 115.95 | 132.94 | 118.30 | 148.89 |
| S&P Healthcare Equipment & Supplies | 100.00 | 107.57 | 116.14 | 152.94 | 175.13 | 225.62 |



The graph assumes $100 invested on December 31, 2014 in the Common Shares of Invacare Corporation, S&P 500 Index, Russell 2000 Index and the S&P Healthcare Equipment & Supplies Index, including reinvestment of dividends, through December 31, 2019.

The following table presents information with respect to repurchases of Common Shares made by the company during the three months ended December 31, 2019.

| Period | Total Number of Shares Purchased (1) | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (2) |
|---|---|---|---|---|
| 10/1/2019 - 10/31/19 | — | $ __ | — | 2,453,978 |
| 11/1/2019 - 11/30/19 | 3,387 | 10.02 | — | 2,453,978 |
| 12/1/2019 - 12/31/19 | — | — | — | 2,453,978 |
| Total | 3,387 | $10.02 | — | 2,453,978 |

(1) All 3,387 shares repurchased between October 1, 2019 and December 31, 2019 were surrendered to the company by employees for minimum tax withholding purposes in conjunction with the vesting of restricted shares awarded to the employees or exercise of non-qualified options under the company's equity compensation plans.

(2) In 2001, the Board of Directors authorized the company to purchase up to 2,000,000 Common Shares, excluding any shares acquired from employees or directors as a result of the exercise of options or vesting of restricted shares pursuant to the company's performance plans. The Board of Directors reaffirmed its authorization of this repurchase program on November 5, 2010, and on August 17, 2011 authorized an additional 2,046,500 shares for repurchase under the plan. To date, the company has purchased 1,592,522 shares under this program, with authorization remaining to purchase 2,453,978 shares. The company purchased no shares pursuant to this Board authorized program during 2019.

The equity compensation plan information required under Item 201(d) of Regulation S-K is incorporated by reference to the information under the caption "Equity Compensation Plan Information" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

Under the terms of the company's senior credit facilities, repurchases of shares by the company generally are not permitted except in certain limited circumstances in connection with the vesting or exercise of employee equity compensation awards. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources, regarding covenants of the company's senior credit facilities with respect to share purchases.

**Item 6. Selected Financial Data.**

The selected consolidated financial data set forth below with respect to the company's consolidated statements of comprehensive income (loss), cash flows and shareholders' equity for the fiscal years ended December 31, 2019, 2018 and 2017, and the consolidated balance sheets as of December 31, 2019 and 2018 are derived from the Consolidated Financial Statements included elsewhere in this Form 10-K. The consolidated statements of comprehensive income (loss), cash flows and shareholders' equity data for the fiscal years ended December 31, 2016 and 2015 and consolidated balance sheet data for the fiscal years ended December 31, 2017, 2016 and 2015 are derived from the company's previously filed Consolidated Financial Statements or as adjusted to reflect the impact of discontinued operations.

The data set forth in the following table should be read in conjunction with Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations" and the company's Consolidated Financial Statements and Notes thereto included elsewhere in this Form 10-K. The Balance Sheet, Other Data and Key Ratios reflect the impact of discontinued operations to the extent included in the Consolidated Balance Sheets and Consolidated Statement of Cash Flows.

| | 2019 * | 2018 ** | 2017 *** | 2016 **** | 2015 ***** |
|---|---|---|---|---|---|
| | (In thousands, except per share and ratio data) | | | | |
| **Earnings (Loss)** | | | | | |
| Net sales from continuing operations | $ 927,964 | $ 972,347 | $ 966,497 | $ 1,047,474 | $ 1,142,338 |
| Loss from continuing operations | (53,327) | (43,922) | (76,541) | (42,856) | (26,450) |
| Net earnings from discontinued operations | — | — | — | — | 260 |
| Net Loss | (53,327) | (43,922) | (76,541) | (42,856) | (26,190) |
| Net Earnings (Loss) per Share—Basic: | | | | | |
| Net loss from continuing operations | (1.59) | (1.33) | (2.34) | (1.32) | (0.82) |
| Net earnings from discontinued operations | — | — | — | — | 0.01 |
| Net Loss per Share—Basic | (1.59) | (1.33) | (2.34) | (1.32) | (0.81) |
| Net Earnings (Loss) per Share—Assuming Dilution: | | | | | |
| Net loss from continuing operations | (1.59) | (1.33) | (2.34) | (1.32) | (0.82) |
| Net earnings from discontinued operations | — | — | — | — | 0.01 |
| Net Loss per Share—Assuming Dilution | (1.59) | (1.33) | (2.34) | (1.32) | (0.81) |
| Dividends per Common Share | 0.05 | 0.05 | 0.05 | 0.05 | 0.05 |
| Dividends per Class B Common Share | — | 0.02273 | 0.04545 | 0.04545 | 0.04545 |
| **Balance Sheet** | | | | | |
| Current Assets | $ 355,877 | $ 397,410 | $ 456,914 | $ 409,072 | $ 362,299 |
| Total Assets | 852,126 | 885,855 | 1,066,033 | 903,743 | 838,143 |
| Current Liabilities | 218,657 | 198,208 | 218,064 | 220,861 | 247,644 |
| Working Capital | 137,220 | 199,202 | 238,850 | 188,211 | 114,655 |
| Long-Term Debt | 258,004 | 253,535 | 241,405 | 146,088 | 45,092 |
| Other Long-Term Obligations | 66,949 | 74,965 | 183,270 | 114,407 | 82,589 |
| Shareholders' Equity | 308,516 | 359,147 | 423,294 | 422,387 | 462,818 |
| **Other Data** | | | | | |
| Research and Development Expenditures | $ 15,836 | $ 17,377 | $ 17,796 | $ 17,123 | $ 18,677 |
| Capital Expenditures | 10,874 | 9,823 | 14,569 | 10,151 | 7,522 |
| Depreciation and Amortization | 15,563 | 15,556 | 14,631 | 14,635 | 18,204 |
| **Key Ratios** | | | | | |
| Return on Sales % from continuing operations | (5.7) | (4.5) | (7.9) | (4.1) | (2.3) |
| Return on Average Assets % | (6.1) | (4.5) | (7.8) | (4.9) | (2.9) |
| Return on Beginning Shareholders' Equity % | (14.8) | (10.4) | (18.1) | (9.3) | (4.6) |
| Current Ratio | 1.6:1 | 2.0:1 | 2.1:1 | 1.9:1 | 1.5:1 |
| Debt-to-Equity Ratio | 0.87:1 | 0.71:1 | 0.58:1 | 0.38:1 | 0.10:1 |

* Reflects charges related to restructuring from continuing operations of $11,829,000 ($9,003,000 after-tax expense or $0.27 per share assuming dilution), loss on debt extinguishment including debt finance charges and fees of $6,165,000 ($6,165,000 after-tax expense or $0.18 per share assuming dilution), net gains on convertible debt derivatives of $1,197,000 ($1,197,000 after-tax income or $0.04 per share assuming dilution) and an intangible asset impairment of $587,000 ($435,000 after-tax expense or $0.01 per share assuming dilution).

** Reflects charges related to restructuring from continuing operations of $3,481,000 ($3,249,000 after-tax expense or $0.10 per share assuming dilution), net loss on convertible debt derivatives of $11,994,000 ($11,994,000 after-tax income or $0.36 per share assuming dilution), an intangible asset impairment of $583,000 ($431,000 after-tax expense or $0.01 per share assuming dilution) and a non-cash tax benefit of $2,023,000 ($0.06 per share assuming dilution) related to U.S. tax reform legislation.

*** Reflects charges related to restructuring from continuing operations of $12,274,000 ($11,872,000 after-tax expense or $0.36 per share assuming dilution), net loss on convertible debt derivatives of $3,657,000 ($3,657,000 after-tax income or $0.11 per share assuming dilution), an intangible asset impairment of $320,000 ($237,000 after-tax expense or $0.01 per share assuming dilution) and a non-cash tax benefit of $1,580,000 ($0.05 per share assuming dilution) related to the revaluation of net deferred tax liabilities as a result of the new U.S. tax reform legislation.

**** Reflects gain on sale of Garden City Medical, Inc. of $7,386,000 ($7,386,000 after-tax income or $0.23 per share assuming dilution), charges related to restructuring from continuing operations of $2,447,000 ($2,447,000 after-tax expense or $0.08 per share assuming dilution), incremental warranty expense of $2,856,000 ($2,856,000 after-tax expense or $0.09 per share assuming dilution related to three product recalls) and net gain on convertible debt derivatives of $1,268,000 ($1,268,000 after-tax income or $0.04 per share assuming dilution).

***** Reflects charges related to restructuring from continuing operations of $1,971,000 ($1,843,000 after-tax expense or $0.06 per share assuming dilution), net warranty reversals of $2,325,000 ($2,325,000 after-tax income or $0.07 per share assuming dilution related to three product recalls) and the positive impact of an intraperiod tax allocation associated with discontinued operations of $140,000 or $0.00 per share assuming dilution.

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

### OVERVIEW

Management's discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying notes that appear elsewhere in this Annual Report on Form 10-K.

In the first quarter of 2019, the company reassessed the alignment of its reporting segments and combined the North America/Home Medical Equipment (NA/HME) and Institutional Products Group (IPG) segments into a single operating segment, referred to as North America. The company believes that this change will better reflect how the company manages the business, allocates resources and assesses performance of the businesses contained in the North America segment. Additionally, the company reassessed the activity of the businesses in its former Asia Pacific segment and began reporting the Asia Pacific businesses as part of the All Other segment, since those businesses, individually and collectively, are not large enough relative to the company's overall business to merit disclosure as a separate reporting segment. The company believes that these changes provide improved transparency of the company's business results to its shareholders, and are better aligned with how the company manages its businesses. Segment results for 2018 have been reclassified to reflect the realignment of the company's reporting segments and be comparable to the segment results for 2019.

Invacare is a multi-national company with integrated capabilities to design, manufacture and distribute durable medical devices. The company makes products that help people move, breathe, rest and perform essential hygiene, and with those products the company supports people with congenital, acquired and degenerative conditions. The company's products and solutions are important parts of care for people with a range of challenges, from those who are active and involved in work or school each day and may need additional mobility or respiratory support, to those who are cared for in residential care settings, at home and in rehabilitation centers. The company operates in facilities in North America, Europe and Asia Pacific, which are the result of dozens of acquisitions made over the company's forty-year history. Some of these acquisitions have been combined into integrated operating units, while others have remained relatively independent.

#### Strategy

The company had a strategy to be a leading provider of durable medical equipment to health care providers in global markets by providing the broadest portfolio available. This strategy has not kept pace with certain reimbursement changes, competitive dynamics and company-specific challenges. Since 2015, the company has made a major shift in its strategy. The company has since been aligning its resources to produce products and solutions that assist customers and end-users with their most clinically complex needs. By focusing the company's efforts to provide the best possible assistance and outcomes to the people and caregivers who use its products, the company aims to improve its financial condition for sustainable profit and growth. To execute this transformation, the company is undertaking a substantial multi-year transformation plan.

#### Transformation

The company continues to execute a multi-year transformation to return the company to profitability by focusing its resources on products and solutions that provide greater healthcare value in clinically complex rehabilitation and post-acute care.

2019 was a year of tremendous progress in the company's transformation, despite some external challenges in North America. The company reinvigorated its innovation pipeline with the launch of new products in the mobility and seating, lifestyles and respiratory product categories. These new products offer compelling clinical solutions that benefit customers and end-users. At the same time, the company eliminated some legacy products which no longer met the minimum threshold that aligns with its long-term financial goals. The company also took actions to optimize and resize its infrastructure, as reflected in expanded gross margins and a significant reduction of SG&A expense.

In 2019, Europe delivered solid performance with continued growth in constant currency net sales and improved operating income. In North America, sales growth in mobility and seating products were more than offset by declines in sales of respiratory products. Sales of respiratory products were negatively impacted by changes in NCB reimbursement effective January 1, 2019, and also by the company's strategic decision to balance sales volume growth with optimizing profitability. Asia Pacific, which is reported in the All Other segment, was impacted by payor process changes which temporarily affected funding availability in New Zealand.

The introduction of U.S. tariffs on imported goods primarily from China increased cost of goods sold and influenced cost increases of other domestically sourced materials and components. The company believes it has mitigated a substantial majority of the impact of tariffs and continues to actively implement additional mitigation efforts for the remaining exposure.

Free cash flow usage for 2019 improved significantly from 2018 due to stronger operating results and reduced working capital.

The company's transformation and growth plan balances innovative organic growth, product portfolio changes across all regions, and cost improvements in supply chain and administrative functions. Key elements of the enhanced transformation and growth plan are:

- Globally, continue to drive all business segments and product lines based on their potential to achieve a leading market position and to support profitability goals;
- In Europe, leverage centralized innovation and supply chain capabilities while reducing the cost and complexity of a legacy infrastructure;
- In North America, adjust the portfolio to consistently grow profitability amid cost increases by adding new products, reducing costs and continuing to improve customers' experience;
- In Asia Pacific, remain focused on sustainable growth and expansion in the southeast Asia region; and
- Take actions globally to reduce working capital and improve free cash flow.

During 2019, the company took various steps to streamline its business operations to reduce costs and to increase competitiveness, including:

- Significantly reduced constant currency SG&A;
- Substantially mitigated the majority of tariffs which impacted North America;
- Completed the transfer of manual wheelchair production to France;
- Announced the consolidation of two German facilities by the end of 2020 and;
- Engaged in strategic long-term program to modernize IT infrastructure at no incremental in-period expense.

The company made great progress in 2019 and there is more work to be done in 2020. The company intends to continue to make significant investments in its transformation, reduce sales in certain areas, refocus resources away from less accretive activities, and look at its global infrastructure for opportunities to drive efficiency with a focus on improving profitability and cash flow generation. As part of the company’s efforts to streamline its operations and focus its resources on core product lines that provide the greatest value and financial returns, the company continuously evaluates opportunities and activities, including potential divestitures, which it considers from time to time, particularly if they involve businesses or assets outside of the company’s primary areas of focus.

For 2020, the company anticipates net sales growth in all segments and product categories, as well as margin expansion as a result of cost improvement actions. These actions are expected to contribute to improved earnings in 2020. As a result, the company expects to grow constant currency sales by 2-4% with 1Q20 sales flat to prior year.

The company anticipates positive free cash flow generation for the fiscal year 2020 as compared to free cash flow usage in 2019 driven by improvements in segment operating results and reduced working capital. It further assumes that these benefits will be partially offset by higher capital expenditures, including investment in demonstration units, and cash needed to fund restructuring actions. The company has historically generated negative free cash flow during the first half of the year. This pattern is expected to continue due to the timing of annual one-time payments such as customer rebates and employee bonuses earned during the prior year, and higher working capital usage from seasonal inventory increases. The absence of these payments and somewhat seasonally stronger sales in the second half of the year typically result in more favorable free cash flow in the second half of the year. The company expects spending on capital expenditures of approximately $25,000,000 in 2020.

**Favorable Long-term Demand**

Ultimately, demand for the company's products and services is based on the need to provide care for people with certain conditions. The company's medical devices provide solutions for end-users and caregivers. Therefore, the demand for the company's medical equipment is largely driven by population growth and the incidence of certain conditions where treatment may be supplemented by the company's devices. The company also provides solutions to help equipment providers and residential care operators deliver cost-effective and high-quality care. The company believes that its commercial team, customer relationships, products and solutions, supply chain infrastructure, and strong research and development pipeline will create favorable business potential.

# RESULTS OF OPERATIONS

*Reclassifications & Other Changes*- In the first quarter of 2019, the company reassessed the alignment of its reporting segments and combined the North America/Home Medical Equipment (NA/HME) and Institutional Products Group (IPG) segments into a single operating segment, referred to as North America. This change better reflects how the company manages, allocates resources and assesses performance of the businesses contained in the North America segment. Additionally, the company reassessed the activity of the businesses in its former Asia Pacific segment and began reporting the Asia Pacific businesses as part of the All Other segment, since those businesses, individually and collectively, are not large enough relative to the company's overall business to merit disclosure as a separate reporting segment. The company believes that these changes provide improved transparency of the company’s business results to its shareholders, and are better aligned with how the company manages its businesses. Segment results for 2018 and 2017 have been reclassified to reflect the realignment of the company’s reporting segments and be comparable to the segment results for 2019.

# NET SALES

*2019 Versus 2018*

| ($ in thousands USD) | 2019 | 2018 | % Change Fav/(Unfav) | Foreign Exchange % Impact | Constant Currency % Change Fav/(Unfav) |
|---|---|---|---|---|---|
| Europe | 533,048 | 558,518 | (4.6) | (5.8) | 1.2 |
| North America | 348,201 | 364,590 | (4.5) | (0.2) | (4.3) |
| All Other (Asia Pacific) | 46,715 | 49,239 | (5.1) | (5.5) | 0.4 |
| Consolidated | 927,964 | 972,347 | (4.6) | (3.7) | (0.9) |

The table above provides net sales change as reported and as adjusted to exclude the impact of foreign exchange translation (constant currency net sales). “Constant currency net sales" is a non-GAAP financial measure, which is defined as net sales excluding the impact of foreign currency translation. The current year's functional currency net sales are translated using the prior year's foreign exchange rates. These amounts are then compared to the prior year's sales to calculate the constant currency net sales change. Management believes that this financial measure provides meaningful information for evaluating the core operating performance of the company.

Consolidated net sales for 2019 decreased 4.6% for the year, to $927,964,000 from $972,347,000 in 2018. Foreign currency translation decreased net sales by 3.7 percentage points. Constant currency net sales decreased 0.9% compared to 2018 as a decline in respiratory products of $19,249,000, or 20.7%, was only partially offset by increases in mobility and seating products of $10,211,000.

***Europe -*** European net sales decreased 4.6% in 2019 compared to 2018 to $533,048,000 from $558,518,000 as foreign currency translation decreased net sales by 5.8 percentage points. Constant currency net sales increased 1.2% compared to 2018 driven by a 4.4% increase in sales of mobility and seating products. Changes in exchange rates have had, and may continue to have, a significant impact on sales in this segment.

***North America -*** North America net sales decreased 4.5% in 2019 versus the prior year to $348,201,000 from $364,590,000 as foreign currency translation decreased net sales by 0.2% percentage points. Constant currency net sales decreased as net sales growth in mobility and seating and lifestyles was completely offset by a $15,925,000 decrease in respiratory net sales.

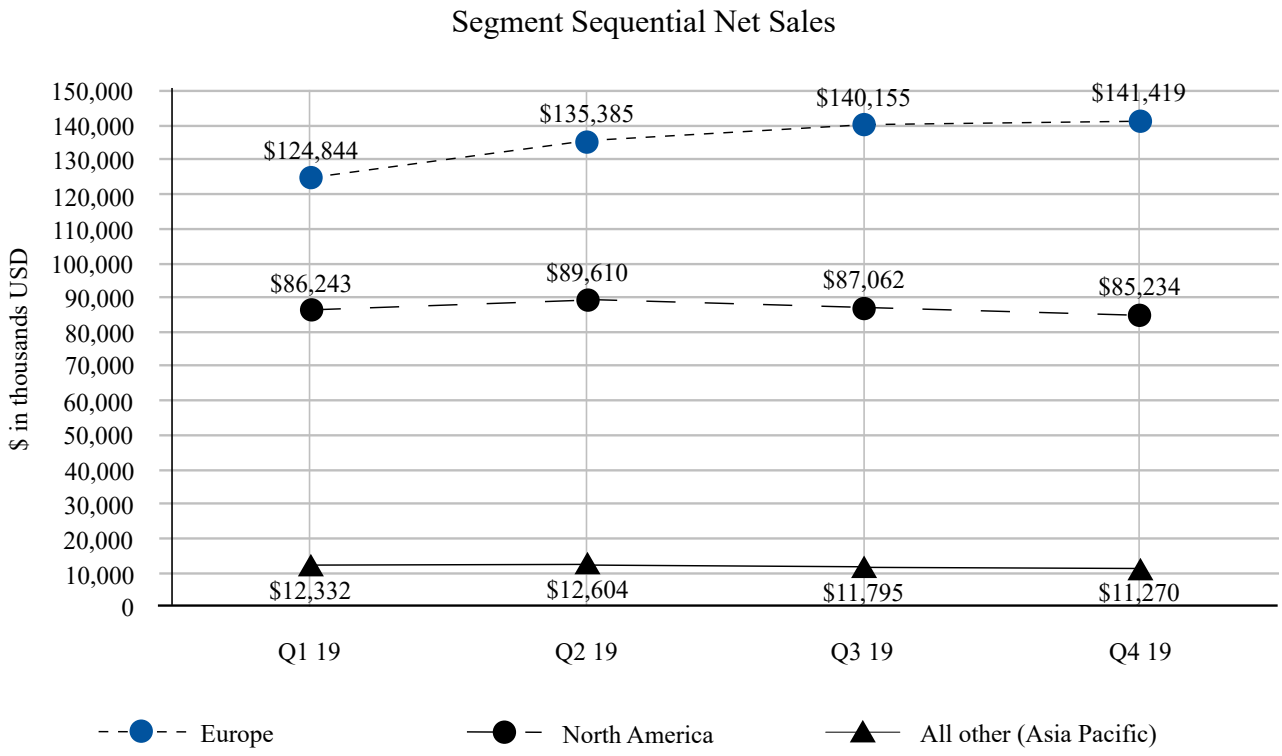
***All Other -*** Net sales, which relate entirely to the Asia Pacific region decreased 5.1% in 2019 from the prior year to $46,715,000 from $49,239,000. Foreign currency translation decreased net sales by 5.5 percentage points. Constant currency net sales increased 0.4% compared to 2018 as net sales increases in lifestyle products were largely offset by declines in sale of mobility and seating products. The second half 2019 sales growth was impacted by payor process changes which temporarily affecting funding availability in New Zealand. Changes in exchange rates, particularly with the euro and U.S. dollar, have had, and may continue to have, a significant impact on sales in this segment.

The following tables provide net sales at reported rates for the quarters ended December 31, September 30, June 30, and March 31, 2019, respectively, and net sales for the quarters ended December 31, September 30 and June 30, 2019, respectively, as translated at the foreign exchange rates for the quarter ended March 31, 2019 with each then compared to each other (constant currency sequential net sales) (in thousands).

| | Q4 19 at Reported Foreign Exchange Rates | Foreign Exchange Translation Impact | Q4 19 at Q1 19 Foreign Exchange Rates | Q3 19 at Q1 19 Foreign Exchange Rates | Sequential Growth $ | Sequential Growth % |
|---|---|---|---|---|---|---|
| Europe | $ 136,842 | $ 4,577 | $ 141,419 | $ 140,155 | $ 1,264 | 0.9 % |
| North America | 85,286 | (52) | 85,234 | 87,062 | (1,828) | (2.1) |
| All Other (Asia Pacific) | 10,785 | 485 | 11,270 | 11,795 | (525) | (4.5) |
| Consolidated | $ 232,913 | $ 5,010 | $ 237,923 | $ 239,012 | $ (1,089) | (0.5)% |

| | Q3 19 at Reported Foreign Exchange Rates | Foreign Exchange Translation Impact | Q3 19 at Q1 19 Foreign Exchange Rates | Q2 19 at Q1 19 Foreign Exchange Rates | Sequential Growth $ | Sequential Growth % |
|---|---|---|---|---|---|---|
| Europe | $ 137,371 | $ 2,784 | $ 140,155 | $ 135,385 | $ 4,770 | 3.5% |
| North America | 87,118 | (56) | 87,062 | 89,610 | (2,548) | (2.8) |
| All Other (Asia Pacific) | 11,285 | 510 | 11,795 | 12,604 | (809) | (6.4) |
| Consolidated | $ 235,774 | $ 3,238 | $ 239,012 | $ 237,599 | $ 1,413 | 0.6% |

| | Q2 19 at Reported Foreign Exchange Rates | Foreign Exchange Translation Impact | Q2 19 at Q1 19 Foreign Exchange Rates | Q1 19 at Q1 19 Foreign Exchange Rates | Sequential Growth $ | Sequential Growth % |
|---|---|---|---|---|---|---|
| Europe | $ 133,991 | $ 1,394 | $ 135,385 | $ 124,844 | $ 10,541 | 8.4% |
| North America | 89,553 | 57 | 89,610 | 86,243 | 3,367 | 3.9 |
| All Other (Asia Pacific) | 12,314 | 290 | 12,604 | 12,332 | 272 | 2.2 |
| Consolidated | $ 235,858 | $ 1,741 | $ 237,599 | $ 223,419 | $ 14,180 | 6.3% |

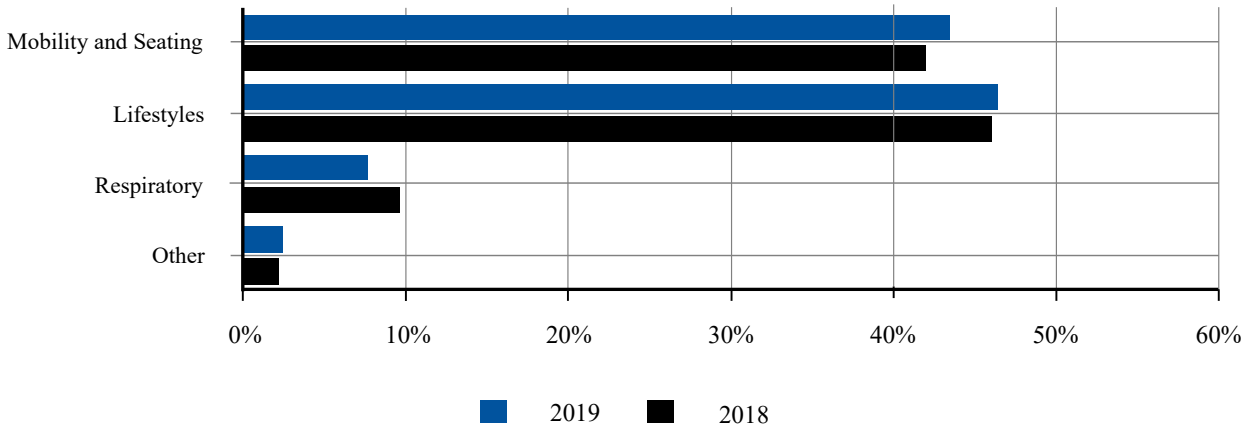



The net sales amounts in the above table are converted at Q1 2019 foreign exchange rates so that the sequential change in net sales can be shown, excluding the impact of changes in foreign currency exchange rates.

Sequential sales for North America mobility and seating products continued to improve in 2019; however, these improvements were more than offset by sequential declines in other products, particularly respiratory products.

Sequentially, net sales for Europe showed improvement throughout 2019 driven by sales of lifestyle and mobility and seating products while sequential sales for All Other declined as Asia Pacific net sales were negatively impacted by government reimbursement issues in New Zealand.

**Constant Currency Product Mix Shift**




The company realized a favorable impact from sales mix in 2019 as mobility and seating products, which comprise most of the company's clinically complex product portfolio, continued to grow to a larger portion of overall sales. This favorable net sales mix shift is the result of the company's continued transformation and focus on shifting and narrowing the product portfolio and alignment of resources to focus on clinically complex solutions. Sales of lifestyle products also improved. However, respiratory product sales declined significantly, in part due to the company's strategic decision to optimize profitability in this product category.

*2018 Versus 2017*

| ($ in thousands USD) | 2018 | 2017 | Reported % Change | Foreign Exchange % Impact | Constant Currency % Change |
|---|---|---|---|---|---|
| Europe | 558,518 | 535,326 | 4.3 | 4.5 | (0.2) |
| North America | 364,590 | 380,290 | (4.1) | 0.1 | (4.1) |
| All Other (Asia Pacific) | 49,239 | 50,881 | (3.2) | (2.1) | (1.1) |
| Consolidated | 972,347 | 966,497 | 0.6 | 2.4 | (1.8) |

Consolidated net sales for 2018 increased 0.6% for the year, to $972,347,000 from $966,497,000 in 2017. Foreign currency translation increased net sales by 2.4 percentage points. Constant currency net sales decreased 1.8% compared to 2017. Reported net sales for mobility and seating products increased 10.6% globally and 8.5% for North America. Europe constant currency net sales for the year declined 0.2%, as the company strategically reduced sales of less profitable products. Constant currency net sales declined in North America due to declines in sales of respiratory and lifestyle products impacted by reimbursement changes.

***Europe -*** European net sales increased 4.3% in 2018 compared to 2017 to $558,518,000 from $535,326,000 as foreign currency translation increased net sales by 4.5 percentage points. Constant currency net sales decreased 0.2% compared to 2017 as the company strategically reduced sales of less profitable products.

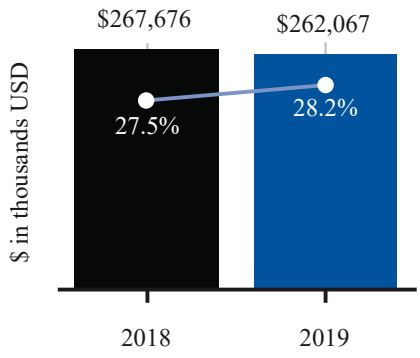
***North America -*** North America net sales decreased 4.1% in 2018 versus the prior year to $364,590,000 from $380,290,000 with foreign currency translation having no material impact on net sales. Net sales decreased compared to the prior year due to declines in sales of respiratory and lifestyle products impacted by reimbursement changes. These declines were partially offset by constant currency net sales growth of 8.0% in North America mobility and seating products.

***All Other - Asia Pacific*** net sales decreased 3.2% in 2018 from the prior year to $49,239,000 from $50,881,000. Foreign currency translation decreased net sales by 2.1 percentage points. Constant currency net sales decreased 1.1% compared to 2017 due to net sales increases in mobility and seating products.

# GROSS PROFIT

*2019 Versus 2018*

**Gross Profit and Gross Margin as a % of Net Sales**



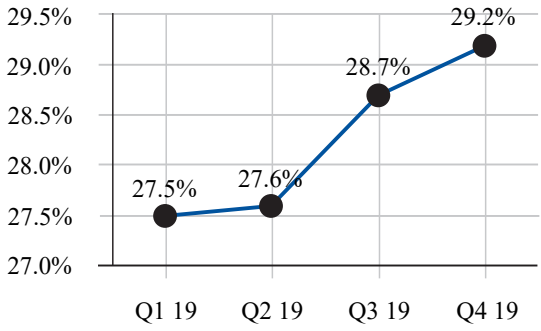

Consolidated gross profit as a percentage of net sales was 28.2% in 2019 as compared to 27.5% in 2018. Gross profit as a percentage of net sales for 2019 increased by 70 basis points as compared to 2018. The gross margin improvement reflects the effective mitigation of the previously estimated approximately $5,000,000 annual negative impact of tariffs, to an actual negative impact of less than $2,000,000, as well as lower material and freight costs. Gross profit as a percentage of net sales improved significantly for North America while Europe margins were flat and All Other declined. Gross profit dollars decreased due to lower net sales and unfavorable foreign currency translation which negatively impacted consolidated gross profit by $10,742,000 in 2019.

***Europe -*** Gross profit as a percentage of net sales was unchanged in 2019 compared to the prior year and gross margin dollars decreased by $7,913,000. The decrease in margin dollars was principally due to unfavorable foreign currency and unfavorable sales mix.

***North America -*** Gross profit as a percentage of net sales increased by 200 basis points in 2019 from the prior year while gross margin dollars increased by $3,811,000. The increase in gross profit dollars was primarily due to favorable material costs, improved product mix and also lower freight and warranty costs. The favorable material costs were partially due to mitigating the negative impact of tariffs, which were reduced to a combined negative impact of less than $2,000,000.

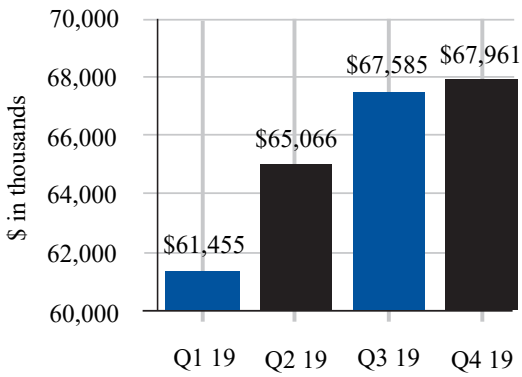
***All Other -*** Gross profit, which primarily relates to the company's Asia Pacific businesses decreased 60 basis points in 2019 from the prior year and gross margin dollars decreased $1,507,000. The decrease was primarily attributable to reduced sales volumes.

**Consolidated Sequential Gross Margin as a % of Net Sales**




Sequential gross margin as a percentage of net sales and gross margin dollars increased in 2019. Sequential gross profit as a percentage of net sales generally increased for all segments sequentially declined over the last two quarters of 2019.

**Consolidated Sequential Gross Profit**

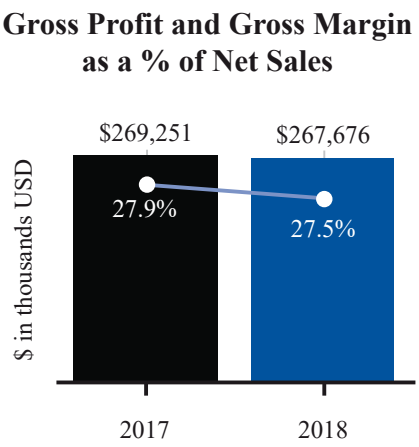



During 2019, sequential gross margin dollars increased on a consolidated basis. While Europe generally improved during the year, North America improved sequentially through Q2 2019 but then declined in the second half of 2019 and All Other improved after initially declining in Q1 2019.

***Research and Development***

The company continued to invest strategically in research and development activities in 2019. The company dedicated funds to applied research activities to ensure that new and enhanced design concepts are available to its businesses. Research and development expenditures, which are included in costs of products sold, decreased to $15,836,000 in 2019 from $17,377,000 in 2018. The expenditures, as a percentage of net sales, were 1.7% and 1.8% in 2019 and 2018, respectively.

*2018 Versus 2017*




Consolidated gross profit as a percentage of net sales was 27.5% in 2018 as compared to 27.9% in 2017. Gross profit as a percentage of net sales for 2018 decreased by 40 basis points as compared to 2017. The gross margin decline was principally a result of rising material costs associated with U.S. tariffs, higher freight costs incurred in North America and Europe, and unfavorable operational variances in Europe associated with production transfers. Gross profit as a percentage of net sales increased for Asia Pacific and declined for North America and slightly for Europe. Gross profit dollars increased significantly for the Europe and All Other segments but declined materially in North America principally due to lower net sales.

***Europe -*** Gross profit as a percentage of net sales decreased 10 basis points in 2018 from the prior year and gross margin dollars increased by $6,466,000. The increase in margin dollars was principally due to favorable foreign currency partially offset by unfavorable freight, R&D and manufacturing costs.

***North America -*** Gross profit as a percentage of net sales decreased by 220 basis points in 2018 from the prior year while gross margin dollars decreased by $12,357,000. The decrease in gross profit dollars was primarily due to net sales volume declines, unfavorable material costs and higher freight costs, partially offset by reduced warranty and R&D expenses as well as favorable operational variances. The unfavorable material and freight costs were impacted by tariffs, which had a combined negative impact of less than $2,000,000.

***All Other -*** Gross profit as a percentage of net sales increased 460 basis points in 2018 from the prior year and gross margin dollars increased $4,316,000. The increase was primarily attributable to reduced research and development expenses and favorable manufacturing variances.

See “Accrued Expenses” in the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for the total warranty provision amounts and a reconciliation of the changes in the warranty accrual.

***Research and Development***

Research and development expenditures, which are included in costs of products sold, decreased to $17,377,000 in 2018 from $17,796,000 in 2017. The expenditures, as a percentage of net sales, were 1.8% and 1.8% in 2018 and 2017, respectively.

# SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

*2019 Versus 2018*

| ($ in thousands USD) | 2019 | 2018 | Reported Change | Foreign Exchange Impact | Constant Currency Change |
|---|---|---|---|---|---|
| SG&A Expenses - $ | 260,061 | 281,906 | (21,845) | (7,228) | (14,617) |
| SG&A Expenses - % change | | | (7.7) | (2.5) | (5.2) |
| % to net sales | 28.0 | 29.0 | | | |

The table above provides selling, general and administrative (SG&A) expense change as reported and as adjusted to exclude the impact of foreign exchange translation (constant currency SG&A). “Constant currency SG&A" is a non-GAAP financial measure, which is defined as SG&A expenses excluding the impact of foreign currency translation. The current year's functional currency SG&A expenses are translated using the prior year's foreign exchange rates. These amounts are then compared to the prior year's SG&A expenses to calculate the constant currency SG&A expense change. Management believes that this financial measure provides meaningful information for evaluating the core operating performance of the company.

Consolidated SG&A expenses as a percentage of net sales were 28.0% in 2019 and 29.0% in 2018. The overall dollar decrease was $21,845,000, or 7.7%, with foreign currency translation decreasing expense by $7,228,000. Excluding the impact of foreign currency translation, SG&A expenses decreased $14,617,000, or 5.2%, primarily driven by reduced employment and product liability costs partially offset by higher bonus and stock compensation expense.

***Europe*** **-** European SG&A expenses decreased by 8.7%, or $11,413,000, in 2019 compared to 2018. Foreign currency translation decreased expense by approximately $6,135,000 or 4.7%. Excluding the foreign currency translation impact, SG&A expenses decreased by $5,278,000, or 4.0%, primarily attributable to lower employment costs.

***North America*** **-** SG&A expenses for North America decreased 17.8%, or $21,104,000, in 2019 compared to 2018 with foreign currency translation decreasing expense by $302,000 or 0.2%. Excluding the foreign currency translation, SG&A expense decreased $20,802,000, or 17.6%, driven primarily by decreased employment, consulting and product liability costs.

***All Other*** **-** SG&A expenses increased $10,672,000 in 2019 compared to 2018. Foreign currency translation decreased expense by $791,000. All Other includes SG&A related to the Asia Pacific businesses and non-allocated corporate costs. SG&A expenses related to non-allocated corporate costs for 2019 increased 61.3%, or $11,036,000, compared to 2018. The increase was driven primarily by increased employment costs, including stock compensation and bonus expense. Related to the Asia Pacific businesses, 2019 SG&A decreased 2.5%, or $364,000, compared to 2018 with foreign currency translation decreasing SG&A expenses $791,000, or 5.5%. Constant currency SG&A expenses increased $427,000, or 3.0%, primarily due to higher sales and marketing and employment costs.

*2018 Versus 2017*

| ($ in thousands USD) | 2018 | 2017 | Reported Change | Foreign Exchange Impact | Constant Currency Change |
|---|---|---|---|---|---|
| SG&A Expenses - $ | 281,906 | 296,816 | (14,910) | 5,014 | (19,924) |
| SG&A Expenses - % change | | | (5.0) | 1.7 | (6.7) |
| % to net sales | 29.0 | 30.7 | | | |

Consolidated SG&A expenses as a percentage of net sales were 29.0% in 2018 and 30.7% in 2017. The overall dollar decrease was $14,910,000, or 5.0%, with foreign currency translation increasing expense by $5,014,000. Excluding the impact of foreign currency translation, SG&A expenses decreased $19,924,000, or 6.7%, primarily driven by reduced employment costs partially offset by negative impact of foreign currency transactions and higher consulting costs.

***Europe -*** European SG&A expenses increased by 5.6%, or $6,951,000, in 2018 compared to 2017. Foreign currency translation increased expense by approximately $5,181,000 or 4.2%. Excluding the foreign currency translation impact, SG&A expenses increased by $1,770,000, or 1.4%, primarily attributable to unfavorable foreign currency transactions partially offset by lower employment costs.

***North America -*** SG&A expenses for North America decreased 12.5%, or $16,840,000 in 2018 compared to 2017 with foreign currency translation increasing expense by $134,000 or 0.1%. Excluding the foreign currency translation, SG&A expense decreased $16,974,000, or 12.6%, driven primarily by decreased employment costs.

***All Other -*** SG&A expenses decreased $5,021,000 in 2018 compared to 2017. Foreign currency translation decreased expense by $301,000. All Other includes SG&A related to the Asia Pacific businesses and non-allocated corporate costs. SG&A expenses related to non-allocated corporate costs for 2018 decreased 19.0%, or $4,220,000, compared to 2017. The decrease was driven primarily by decreased employment costs. Related to the Asia Pacific businesses, 2018 SG&A decreased 5.3%, or $801,000, compared to 2017 with foreign currency translation decreasing SG&A expenses $301,000, or 2.0%. Constant currency SG&A expenses decreased $500,000, or 3.3%, lower employment costs partially offset by unfavorable foreign currency transactions.

# OPERATING INCOME (LOSS)

| ($ in thousands USD) | 2019 | 2018 | 2017 | 2019 vs. 2018 $ Change | 2019 vs. 2018 % Change | 2018 vs. 2017 $ Change | 2018 vs. 2017 % Change |
|---|---|---|---|---|---|---|---|
| Europe | 36,174 | 32,673 | 33,160 | 3,501 | 10.7 | (487) | (1.5) |
| North America | (7,592) | (32,506) | (36,992) | 24,914 | 76.6 | 4,486 | 12.1 |
| All Other | (26,576) | (14,397) | (23,733) | (12,179) | (84.6) | 9,336 | 39.3 |
| Charges related to restructuring | (11,829) | (3,481) | (12,274) | (8,348) | (239.8) | 8,793 | 71.6 |
| Impairment of an intangible asset | (587) | (583) | (320) | (4) | 0.7 | (263) | 82.2 |
| Consolidated Operating Loss | (10,410) | (18,294) | (40,159) | 7,884 | 43.1 | 21,865 | 54.4 |

*2019 Versus 2018*

Consolidated operating loss decreased by $7,884,000 to a loss of $10,410,000 in 2019 from a loss of $18,294,000 in 2018 primarily due to a $21,845,000 decrease in SG&A expenses, principally attributable to lower employment costs, partially offset by an increase in restructuring costs of $8,348,000.

***Europe -*** Operating income increased by $3,501,000 in 2019 compared to 2018 primarily related to improved gross profit and reduced SG&A expenses, driven by lower employment costs, partially offset by unfavorable foreign exchange of $3,200,000.

***North America -*** Operating loss decreased by $24,914,000 in 2019 compared to 2018 driven primarily by lower SG&A expenses, due to decreased employment and consulting costs, as well as improved gross margin driven by cost reductions.

***All Other -*** Operating loss increased in 2019 compared to 2018 driven by increased SG&A expense related to stock compensation and bonuses as well as a decline in operating profit for the Asia Pacific business driven by lower net sales.

***Charge Related to Restructuring Activities***

The company's restructuring charges were originally necessitated primarily by continued declines in Medicare and Medicaid reimbursement by the U.S. government, as well as similar healthcare reimbursement pressures abroad, which negatively affect the company's customers (e.g. home health care providers) and continued pricing pressures faced by the company due to the outsourcing by competitors to lower cost locations. Restructuring decisions were also the result of reduced profitability in each of the segments. In addition, as a result of the company's transformation strategy, additional restructuring actions were implemented in 2017 and have continued into 2019. The company expects reduced salary and benefit costs principally impacting Selling, General and Administrative expenses, and to a lesser extent, Costs of Products Sold.

Charges for the year ended December 31, 2019 totaled $11,829,000 which were related to North America ($1,617,000), Europe ($9,579,000) and All Other ($633,000). In North America, costs were incurred related to severance ($1,573,000) and lease termination costs ($44,000). The European charges were incurred related to severance ($9,356,000) and lease termination costs ($223,000). All Other charges were related to severance. Payments for the year ended December 31, 2019 were $6,484,000 and the cash payments were funded with company's cash on hand. The majority of the 2019 charges are expected to be paid out within twelve months.

Charges for the year ended December 31, 2018 totaled $3,481,000 which were related to North America ($1,359,000), Europe ($1,773,000) and All Other ($349,000). In North America, costs were incurred related to severance ($1,471,000) and lease termination reversals were recognized ($112,000). The European and All Other charges were incurred related to severance costs. Payments for the year ended December 31, 2018 were $5,804,000 and the cash payments were funded with company's cash on hand. Most of the 2018 charges have been paid out.

To date, the company's liquidity has not been materially impacted; however, the company's disclosure below in Liquidity and Capital Resources highlights risks that could negatively impact the company's liquidity. See also "Charges Related to Restructuring Activities" in the Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

***Impairment of Intangible Asset***

In accordance with ASC 350, Intangibles - Goodwill and Other, the company reviews intangibles for impairment. As a result of the company's 2019 intangible review, the company recognized an intangible impairment charge in the Institutional Products Group reporting unit, which is part of the North America segment, of $587,000 ($435,000 after-tax) related to a trademark with an indefinite life. The fair value of the trademark was calculated using a relief from

royalty payment methodology which requires applying an estimated market royalty rate to forecasted net sales and discounting the resulting cash flows to determine fair value.

*2018 Versus 2017*

Consolidated operating loss decreased by $21,865,000 to a loss of $18,294,000 in 2018 from a loss of $40,159,000 in 2017 primarily due to a $14,910,000 decrease in SG&A expenses, principally attributable to lower employment costs, and a decrease in restructuring costs of $8,793,000.

***Europe -*** Operating income decreased slightly in 2018 compared to 2017 primarily related to increased freight costs driven by product transfers associated with facility consolidation, higher R&D expense and unfavorable manufacturing variances, partially offset by lower employment costs.

***North America -*** Operating loss decreased in 2018 compared to 2017 primarily due to reduced employment costs, warranty and R&D expense, as well as favorable operational variances, partially offset by the negative impact of net sales volume declines, unfavorable material costs and higher freight costs.

***All Other -*** Operating loss decreased in 2018 compared to 2017 primarily related to increased constant currency net sales, favorable sales mix, reduced R&D expense, and favorable foreign exchange.

***Charge Related to Restructuring Activities***

Charges for the year ended December 31, 2018 totaled $3,481,000 which were related to North America ($1,359,000), Europe ($1,773,000) and All Other ($349,000). In North America, costs were incurred related to severance ($1,471,000) and lease termination reversals were recognized ($112,000). The European and All Other charges were incurred related to severance costs. Payments for the year ended December 31, 2018 were $5,804,000 and the cash payments were funded with company's cash on hand. Most of the 2018 charges have been paid out.

Charges for the year ended December 31, 2017 totaled $12,274,000 which were related to North America ($8,889,000), Europe ($1,975,000) and All Other ($1,410,000). In North America, costs were incurred related to severance ($8,162,000) and lease termination costs ($727,000). The European charges were incurred related to severance ($1,753,000) and lease termination costs ($222,000). The European and All Other charges were for severance costs. Payments for the year ended December 31, 2017 were $10,438,000 and the cash payments were funded with company's cash on hand. The 2017 charges have been paid out.

***Impairment of Intangible Asset***

As a result of the company's 2018 intangible review, the company recognized an intangible impairment charge in the Institutional Products Group reporting unit, which is part of the North America segment, of $583,000 ($431,000 after-tax) related to a trademark with an indefinite life. The fair value of the trademark was calculated using a relief from royalty payment methodology which requires applying an estimated market royalty rate to forecasted net sales and discounting the resulting cash flows to determine fair value.

# OTHER ITEMS

*2019 Versus 2018*

***Net Gain (Loss) on Convertible Debt Derivatives***

| ($ in thousands USD) | Change in Fair Value - Gain (Loss) | |
|---|---|---|
| | 2019 | 2018 |
| Convertible Note Hedge Assets | 9,600 | (90,505) |
| Convertible Debt Conversion Liabilities | (8,403) | 102,499 |
| Net gain on convertible debt derivatives | 1,197 | 11,994 |

The company recognized a net gain of $1,197,000 in 2019 compared to a net gain of $11,994,000 in 2018 related to the fair value of convertible debt derivatives. As a result of the company's receipt of shareholder approval authorizing the company to elect to settle future conversions of its convertible notes in common shares, 2Q19 was the last quarter for which the company could recognize gain (or loss) on the fair value of its note hedge assets and convertible debt conversion liabilities. See "Long-Term Debt" in the notes to the Consolidated Financial Statements included elsewhere in this report for more detail.

***Interest***

| ($ in thousands USD) | 2019 | 2018 | $ Change | % Change |
|---|---|---|---|---|
| Interest Expense | 29,076 | 28,336 | 740 | 2.6 |
| Interest Income | (429) | (534) | 105 | 19.7 |

Interest expense and income did not materially change in 2019 compared to 2018.

***Income Taxes***

The company had an effective tax rate charge of 21.1% and 28.8% on losses before taxes in 2019 and 2018, respectively, compared to an expected benefit at the U.S. statutory rate of 21.0% on the pre-tax losses for each period, respectively. The company's effective tax rate in 2019 and 2018 was unfavorable compared to the U.S. federal statutory rate expected benefit, principally due to the negative impact of the company's inability to record tax benefits related to the significant losses in countries which had tax valuation allowances. The 2019 and 2018 effective tax rates were increased by certain taxes outside the United States, excluding countries with tax valuation allowances, that were at an effective rate higher than the U.S. statutory rate. The 2018 effective rate was also benefited by 5.9% as a result of the effect of indefinite intangibles and a related 2018 indefinite loss carryforward created in 2018 due to U.S. tax reform. See “Income Taxes” in the Notes to the Consolidated Financial Statements included elsewhere in this report for more detail.

*2018 Versus 2017*

***Net Gain (Loss) on Convertible Debt Derivatives***

| ($ in thousands USD) | Change in Fair Value - Gain (Loss) | |
|---|---|---|
| | 2018 | 2017 |
| Convertible Note Hedge Assets | (90,505) | 43,344 |
| Convertible Debt Conversion Liabilities | 102,499 | (47,001) |
| Net gain on convertible debt derivatives | 11,994 | (3,657) |

The company recognized a net gain of 11,994,000 in 2018 compared to a net loss of $3,657,000 in 2017 related to the fair value of convertible debt derivatives. See "Long-Term Debt" in the notes to the Consolidated Financial Statements included elsewhere in this report for more detail.

***Interest***

| ($ in thousands USD) | 2018 | 2017 | $ Change | % Change |
|---|---|---|---|---|
| Interest Expense | 28,336 | 22,907 | 5,429 | 23.7 |
| Interest Income | (534) | (473) | (61) | (12.9) |

Interest expense increased due to the full year impact in 2018 of the convertible debt issuance in the second quarter of 2017.

***Income Taxes***

The company had an effective tax rate charge of 28.8% and 15.5% on losses before taxes in 2018 and 2017, respectively, compared to an expected benefit at the U.S. statutory rate of 21.0% and 35.0% on the pre-tax losses for each period, respectively. The company's effective tax rate in 2018 and 2017 was unfavorable compared to the U.S. federal statutory rate expected benefit, principally due to the negative impact of the company's inability to record tax benefits related to the significant losses in countries which had tax valuation allowances. The 2018 effective tax rate was increased by certain taxes outside the United States, excluding countries with tax valuation allowances, that were at an effective rate higher than the U.S. statutory rate. The 2018 effective rate was also benefited by 5.9% as a result of the effect of indefinite intangibles and a related 2018 indefinite loss carryforward created in 2018 due to U.S. tax reform. During the fourth quarter of 2017, the company's effective tax rate also provisionally benefited by 2.4% due to the U.S. federal tax legislation rate reduction. See “Income Taxes” in the Notes to the Consolidated Financial Statements included elsewhere in this report for more detail.

# LIQUIDITY AND CAPITAL RESOURCES

The company continues to maintain an adequate liquidity position through its cash balances and unused bank lines of credit (see Long-Term Debt in the Notes to the Consolidated Financial Statements included in this report) as described below.

Key balances on the company's balance sheet and related metrics:

| ($ in thousands USD) | December 31, 2019 | December 31, 2018 | $ Change | % Change |
|---|---|---|---|---|
| Cash and cash equivalents | 80,063 | 116,907 | (36,844) | (31.5) |
| Working capital [1] | 137,220 | 199,202 | (61,982) | (31.1) |
| Total debt [2] | 302,106 | 299,912 | 2,194 | 0.7 |
| Long-term debt [2] | 292,744 | 297,802 | (5,058) | (1.7) |
| Total shareholders' equity | 308,516 | 359,147 | (50,631) | (14.1) |
| Credit agreement borrowing availability [3] | 34,516 | 33,362 | 1,154 | 3.5 |

(1) Current assets less current liabilities.
(2) Long-term debt and Total debt exclude debt issuance costs recognized as a deduction from the carrying amount of debt liability and debt discounts classified as debt or equity.
(3) Reflects the combined availability of the company's North American and European asset-based revolving credit facilities. The change is borrowing availability is due to changes in the calculated borrowing base.

The company's cash and cash equivalents were $80,063,000 and $116,907,000 at December 31, 2019 and December 31, 2018, respectively. The decrease in cash balances at December 31, 2019 compared to December 31, 2018 was primarily the result of cash utilized for normal operations, including the continued investment in our transformation strategy, as well as the repurchase of $16,000,000 in principal amount of the company's 5.00% Convertible Senior Notes due 2021 (the "2021 Notes") in open market transactions for an aggregate of $14,708,000 in cash during the quarter ended September 30, 2019 and the exchange of $72,909,000 in aggregate principal amount of 2021 Notes for the same aggregate principal amount of new 5.00% Convertible Senior Exchange Notes due 2024 (the "2024 Notes") which exchange included cash paid of $6,928,000.

Debt repayments, acquisitions, divestitures, the timing of vendor payments, the timing of customer rebate payments, the granting of extended payment terms to significant national accounts and other activity can have a significant impact on the company's cash flow and borrowings outstanding such that the cash reported at the end of a given period may be materially different than cash levels during a given period. While the company has cash balances in various jurisdictions around the world, there are no material restrictions regarding the use of such cash for dividends within the company, loans or other purposes, except in China where the cash balance as of December 31, 2019 was approximately $168,000.

The company's total debt outstanding, inclusive of the debt discount related to the debentures included in equity-as well as the debt discount and fees associated with the company's Convertible Senior Notes due 2021, 2022 and 2024 ("the Notes"), increased by $2,194,000 to $302,106,000 at December 31, 2019 from $299,912,000 as of December 31, 2018. As a result of implementing ASU 2016-02, "Leases as of January 1,2019, the company recorded operating lease liabilities which totaled $18,850,000 as of December 31, 2019. The increase in debt as the result of recording operating lease liabilities was partially offset by a net decrease in debt of $14,367,000 attributable to the repurchase of 2021 Notes in the third quarter of 2019.

The debt discount and fees associated with the 2021, 2022 and 2024 Notes reduced the company's reported debt balance by $34,740,000 and $44,267,000 as of December 31, 2019 and December 31, 2018, respectively. At December 31, 2019 and December 31, 2018, the company had zero borrowings outstanding under its revolving credit facility.

The company may from time to time seek to retire or purchase its convertible senior notes, in open market purchases, privately negotiated transactions or otherwise. Such purchases, if any, will depend on prevailing market conditions, the company's liquidity requirements, contractual restrictions and other factors. The amount involved in any such transactions, individually or in the aggregate, may be material.

The company has an asset-based lending Amended and Restated Revolving Credit and Security Agreement (the "Credit Agreement"), which provides for a revolving line of credit, letter of credit and swing line facility for the company's U.S. and Canadian borrowers in an aggregate principal amount of up to $100,000,000 (the "U.S. and Canadian Credit Facility") and a similar facility for European borrowers in an aggregate principal amount of up to $30,000,000 (the

"European Credit Facility") each of which is subject to variable rates and availability based on a borrowing base formula.

As determined pursuant to the borrowing base formula for the U.S. and Canadian borrowers, the company's borrowing base including the period ending December 31, 2019 under the U.S. and Canadian Credit Facility of the Credit Agreement was approximately $41,180,000, with aggregate borrowing availability of approximately $22,603,000, taking into account the $3,000,000 minimum availability reserve, then-outstanding letters of credit, other reserves and the $6,750,000 dominion trigger amount noted below. As determined pursuant to the borrowing base formula for the European borrowers, the company's borrowing base including the period ending December 31, 2019 under the European Credit Facility of the Credit Agreement was approximately $18,288,000, with aggregate borrowing availability of approximately $11,913,000, considering the $3,000,000 minimum availability reserve and the $3,375,000 dominion trigger amount noted below. As of December 31, 2019, the combined aggregate borrowing availability under the U.S. and Canadian Credit Facility and the European Credit Facility of the Credit Agreement was $34,516,000.

As a result of entering into the Credit Agreement, the company incurred fees which were capitalized and are being amortized as interest expense through January 16, 2021 of which $809,000 are yet to be amortized as of December 31, 2019.

As of December 31, 2019, the company was in compliance with all covenant requirements under the Credit Agreement. The Credit Agreement contains customary representations, warranties and covenants including dominion triggers requiring the company to maintain borrowing capacity of not less than $6,750,000 on any given business day or $12,500,000 for five consecutive days related to the U.S. and Canadian borrowers, and $3,375,000 on any given business day or 12.5% of the maximum amount that may be drawn under the European Credit Facility for five consecutive days related to European borrowers, in order to avoid triggering full control by an agent for the lenders of the company's cash receipts for application to the company's obligations under the agreement.

If the company is unable to comply with the provisions in the Credit Agreement, it could result in a default, which could trigger acceleration of, or the right to accelerate, the related debt. Because of cross-default provisions in its agreements and instruments governing certain of the company's indebtedness, a default under the Credit Agreement could result in a default under, and the acceleration of, certain other company indebtedness. In addition, the company's lenders would be entitled to proceed against the collateral securing the indebtedness.

Based on the company's current expectations, the company believes that its cash balances and available borrowing capacity under its Credit Agreement should be sufficient to meet working capital needs, capital requirements, and commitments for at least the next twelve months. Notwithstanding the company's expectations, if the company's operating results decrease as the result of pressures on the business due to, for example, currency fluctuations or regulatory issues or the company's failure to execute its business plans or if the company's transformation takes longer than expected, the company may require additional financing, or may be unable to comply with its obligations under the credit facilities , and its lenders could demand repayment of any amounts outstanding under the company's credit facilities.

In the first quarter of 2016, the company issued $150,000,000 aggregate principal amount of 2021 Notes in a private offering which bear interest at a rate of 5.00% per year payable semi-annually and will mature in February 2021, unless repurchased or converted in accordance with their terms prior to such date. Prior to August 15, 2020, the notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The net proceeds from the offering of the 2021 Notes were $144,034,000, after deducting fees and offering expenses payable by the company. Approximately $5,000,000 of the net proceeds from the offering was used to repurchase the company's common shares, and $15,600,000 of the net proceeds was used to pay the net cost of the convertible note hedge and warrant transactions. The company incurred fees which were capitalized and are being amortized as interest expense through February 2021 of which $547,000 have yet to be amortized as of December 31, 2019. In the third quarter of 2019, $16,000,000 in principal amount of 2021 Notes were repurchased for cash. In the fourth quarter of 2019, $72,909,000 in principal amount of 2021 Notes were exchanged for 2024 Notes. At December 31, 2019, $61,091,000 in principal amount of 2021 Notes remained outstanding.

In the second quarter of 2017, the company issued $120,000,000 aggregate principal amount of the 2022 Notes in a private offering which bear interest at a rate of 4.50% per year payable semi-annually and will mature in June 2022, unless repurchased or converted in accordance with their terms prior to such date. Prior to December 1, 2021, the 2022 notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The net proceeds from the offering of the 2022 notes were approximately $115,289,000, after deducting fees and offering expenses of $4,711,000. These debt issuance costs were capitalized and are being amortized as interest expense

through June 2022 of which $2,158,000 have yet to be amortized as of December 31, 2019. A portion of the net proceeds from the offering were used to pay the cost of the convertible note hedge transactions (after such cost is partially offset by the proceeds to the company from the warrant transactions), which net cost was $10,680,000.

In the fourth quarter of 2019, the company entered into separate privately negotiated agreements with certain holders of its 2021 Notes to exchange $72,909,000 in aggregate principal amount of 2021 Notes, for aggregate consideration of $72,909,000 in aggregate principal amount of new 2024 Notes of the company and approximately $6,928,000 in cash. The New Notes bear interest at a fixed rate of 5.00% per year payable semi-annually and will mature in November 2024, unless earlier repurchased, redeemed or converted. Prior to May 2024, the 2024 Notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Prior to maturity, the 2024 Notes will be redeemable by the company upon satisfaction of certain conditions and during certain periods. The fees paid totaled $1,394,000. These debt issuance costs were capitalized and are being amortized as interest expense through November 2024 of which $1,359,000 have yet to be amortized as of December 31, 2019.

The company has used, and intends to continue to use the remaining net proceeds from the Notes offerings for working capital and general corporate purposes, which may include funding portions of the company's ongoing turnaround and addressing potential risks and contingencies. The net proceeds have allowed the company to invest in new products, people, marketing initiatives and working capital to transform the business and pursue growth.

The company also has an agreement with De Lage Landen, Inc. (“DLL”), a third-party financing company, to provide lease financing to the company's U.S. customers. Either party could terminate this agreement with 180 days' notice or 90 days' notice by DLL upon the occurrence of certain events. Should this agreement be terminated, the company's borrowing needs under its credit facilities could increase.

Should interest rates increase, the company expects that it would be able to absorb modest rate increases without any material impact on its liquidity or capital resources. For 2019 and 2018, the weighted average interest rate on all borrowings, excluding capital leases, was 4.78% and 4.78%, respectively.

See "Long-Term Debt" and "Leases and Commitments" in the Notes to the Consolidated Financial Statements for more details regarding the company's convertible notes and credit facilities and lease liabilities, respectively.

## CAPITAL EXPENDITURES

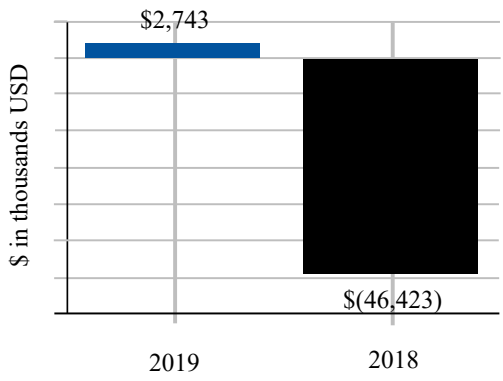
There were no individually material capital expenditure commitments outstanding as of December 31, 2019. The company estimates that capital investments for 2020 will be approximately $25,000,000 compared to actual capital expenditures of $10,874,000 in 2019. The anticipated increase relates primarily to the company's investments to transform the company. The company believes that its balances of cash and cash equivalents and existing borrowing facilities will be sufficient to meet its operating cash requirements and fund required capital expenditures (see "Liquidity and Capital Resources"). The Credit Agreement limits the company's annual capital expenditures to $35,000,000.

## DIVIDEND POLICY

It is the company's policy to pay a nominal dividend for its stock to be more attractive to a broader range of investors. For 2019, annualized dividends of $0.05 per Common Share were declared and paid. It is not anticipated that this annual dividend rate for Common Shares will change materially as the company believes that capital should be kept available for investments and growth opportunities as a result of its multi-year turnaround strategy. The Board of Directors suspended the company's regular quarterly dividend on the Class B Common Shares starting in Q3 2018. Less than 7,000 Class B Common Shares remain outstanding and suspending the regular Class B dividend allows the company to save on the administrative costs and compliance expenses associated with that dividend. Holders of Class B Common Shares are entitled to convert their shares into Common Shares at any time on a share-for-share basis and would be eligible for any Common Share dividends declared following any such conversion.

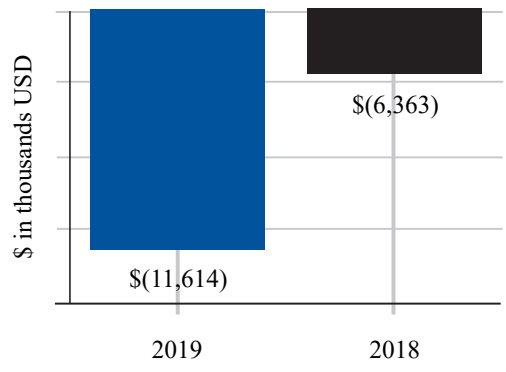
# CASH FLOWS

**Net Cash Provided (Used) by Operating Activities**



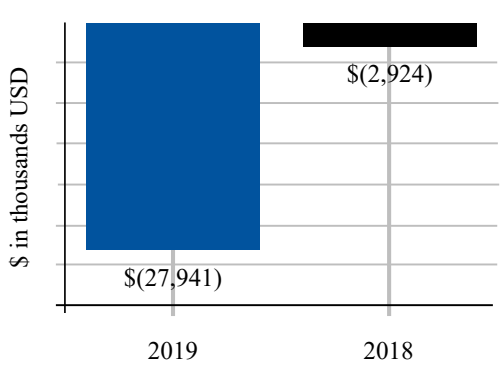

Cash flows provided by operating activities were $2,743,000 in 2019, compared to cash flow used of $46,423,000 in the previous year. The 2019 operating cash flows benefited from a reduced operating loss, reduced inventory and an increase in accrued expenses partially offset by negative impact of decrease in payables. In 2018, operating cash flows were negatively impacted by a net loss, increased inventory and declines in accrued expenses.

**Net Cash Used by Investing Activities**




Cash flows used by investing activities were $11,614,000 in 2019, compared to cash flows used by investing activities of $6,363,000 in 2018. The increase in cash flows used for investing was driven by higher purchases of property, plant and equipment compared to 2018 which was lower to an advance payment of $3,524,000 related to the sale of the company's Isny, Germany facility for which control is not expected to transfer until April 2020.

**Net Cash Used by Financing Activities**

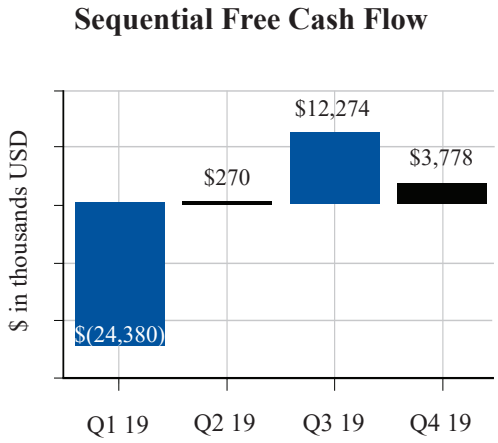



Cash flows used by financing activities in 2019 were $27,941,000 compared to cash flow used of $2,924,000 in 2018. Cash flows used in 2019 reflects $14,708,000 in cash to repurchase $16,000,000 in principal amount of the 2021 Notes, cash payments of $6,928,000 to debt holders that exchanged 2021 Notes for 2024 Notes and debt fee payments of $1,278,000.

Free cash flow is a non-GAAP financial measure and is reconciled to the corresponding GAAP measure as follows:

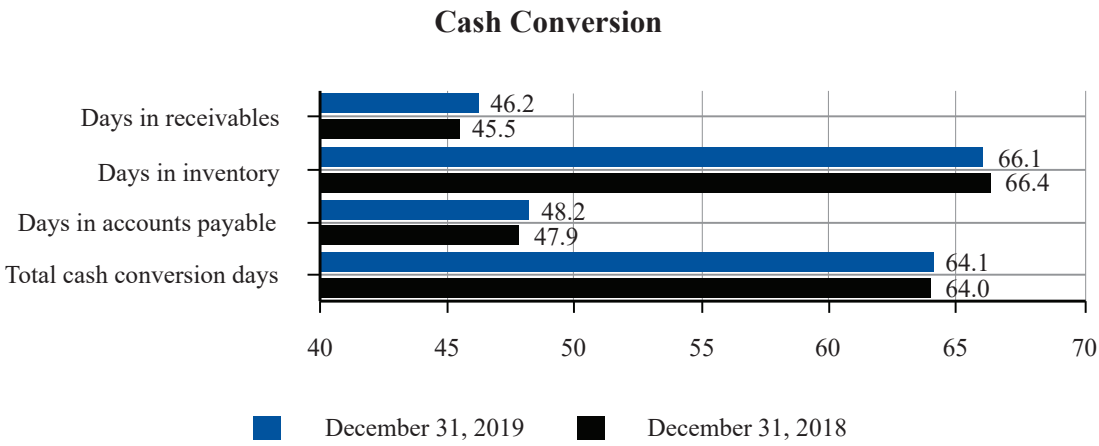
| ($ in thousands USD) | Twelve Months Ended December 31, | |
|---|---|---|
| | 2019 | 2018 |
| Net cash provided (used) by operating activities | $ 2,743 | $ (46,423) |
| Plus: Sales of property and equipment | 73 | 40 |
| Plus: Advance payment from sale of property | — | 3,524 |
| Less: Purchases of property and equipment | (10,874) | (9,823) |
| Free Cash Flow | $ (8,058) | $ (52,682) |

Free cash flow was negative $8,058,000 in 2019 compared to $52,682,000 in 2018. The change in free cash flow was driven by reduced inventory and the positive impact of increases in accrued expenses. Free cash flow is a non-GAAP financial measure composed of net cash used by operating activities less purchases of property and equipment plus proceeds from sales of property and equipment. Management believes that this financial measure provides meaningful information for evaluating the overall financial performance of the company and its ability to repay debt or make future investments (including acquisitions, etc.).




Free cash flow for 2019 improved sequentially each quarter of 2019, except the fourth quarter. The company has historically generated negative free cash flow during the first half of the year, which was the case in 2019 as well. This pattern is expected to continue due to the timing of annual one-time payments such as customer rebates and employee bonuses earned during the prior year, and higher working capital usage from seasonal inventory increases. The absence of these payments and somewhat seasonally stronger sales in the second half of the year typically result in more favorable free cash flow in the second half of the year.

The company's approximate cash conversion days at December 31, 2019 and December 31, 2018 are as follows:




Days in receivables are equal to current quarter net current receivables divided by trailing four quarters of net sales multiplied by 365 days. Days in inventory and accounts payable are equal to current quarter net inventory and accounts payable, respectively, divided by trailing four quarters of cost of sales multiplied by 365 days. Total cash conversion days are equal to days in receivables plus days in inventory less days in accounts payable.

The company provides a summary of days of cash conversion for the components of working capital, so investors may see the rate at which cash is disbursed, collected and how quickly inventory is converted and sold.

# ACCOUNTING ESTIMATES AND PRONOUNCEMENTS

## CRITICAL ACCOUNTING POLICIES

The Consolidated Financial Statements included in the report include accounts of the company and all majority-owned subsidiaries. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying Consolidated Financial Statements and related footnotes. In preparing the financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. The following critical accounting policies, among others, affect the more significant judgments and estimates used in preparation of the company's consolidated financial statements.

***Revenue Recognition***

The company recognizes revenues when control of the product or service is transferred to unaffiliated customers. *Revenues from Contracts with Customers*, ASC 606, provides guidance on the application of generally accepted accounting principles to revenue recognition issues. The company has concluded that its revenue recognition policy is appropriate and in accordance with GAAP under ASC 606.

All of the company's product-related contracts, and a portion related to services, have a single performance obligation, which is the promise to transfer an individual good or service, with revenue recognized at a point in time. Certain service-related contracts contain multiple performance obligations that require the company to allocate the transaction price to each performance obligation. For such contracts, the company allocates revenue to each performance obligation based on its relative standalone selling price at inception of the contract. The company determined the standalone selling price based on the expected cost-plus margin methodology. Revenue related to the service contracts with multiple performance obligations is recognized over time. To the extent performance obligations are satisfied over time, the company defers revenue recognition until the performance obligations are satisfied.

The determination of when and how much revenue to recognize can require the use of significant judgment. Revenue is recognized when obligations under the terms of a contract with the customer are satisfied; generally, this occurs with the transfer of control of the company's products and services to the customer.

Revenue is measured as the amount of consideration expected to be received in exchange for transferring the product or providing services. The amount of consideration received and recognized as revenue by the company can vary as a result of variable consideration terms included in the contracts such as customer rebates, cash discounts and return policies. Customer rebates and cash discounts are estimated based on the most likely amount principle and these estimates are based on historical experience and anticipated performance. Customers have the right to return product within the company's normal terms policy, and as such, the company estimates the expected returns based on an analysis of historical experience. The company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration the company expects to receive changes or when the consideration becomes fixed. The company generally does not expect that there will be significant changes to its estimates of variable consideration (see Receivables in the Notes to the Consolidated Financial Statements include elsewhere in this report).

Depending on the terms of the contract, the company may defer recognizing a portion of the revenue at the end of a given period as the result of title transfer terms that are based upon delivery and or acceptance which align with transfer of control of the company's products to its customers.

Sales are made only to customers with whom the company believes collection is reasonably assured based upon a credit analysis, which may include obtaining a credit application, a signed security agreement, personal guarantee and/or a cross corporate guarantee depending on the credit history of the customer. Credit lines are established for new customers after an evaluation of their credit report and/or other relevant financial information. Existing credit lines are regularly reviewed and adjusted with consideration given to any outstanding past due amounts.

The company records distributed product sales gross as a principal since the company takes title to the products and has the risks of loss for collections, delivery and returns. The company's payment terms are for relatively short periods and thus do not contain any element of financing. Additionally, no contract costs are incurred that would require capitalization and amortization.

Sales, value-added, and other taxes the company collects concurrent with revenue producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. Shipping and handling costs are included in cost of products sold.

The majority of the company's warranties are considered assurance-type warranties and continue to be recognized as expense when the products are sold (see Current Liabilities in the Notes to the Consolidated Financial Statements include elsewhere in this report). These warranties cover against defects in material and workmanship for various periods depending on the product from the date of sale to the customer. Certain components carry a lifetime warranty. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. The company has established procedures to appropriately defer such revenue. A provision for estimated warranty cost is recorded at the time of sale based upon actual experience. The company continuously assesses the adequacy of its product warranty accruals and makes adjustments as needed. Historical analysis is primarily used to determine the company's warranty reserves. Claims history is reviewed and provisions are adjusted as needed. However, the company does consider other events, such as a product recall, which could require additional warranty reserve provisions. See Accrued Expenses in the Notes to the Consolidated Financial Statements for a reconciliation of the changes in the warranty accrual.

***Allowance for Uncollectible Accounts Receivable***

The estimated allowance for uncollectible amounts is based primarily on management's evaluation of the financial condition of the customer. In addition, as a result of the third-party financing arrangement, management monitors the collection status of these contracts in accordance with the company's limited recourse obligations and provides amounts necessary for estimated losses in the allowance for doubtful accounts and establishing reserves for specific customers as needed.

The company continues to closely monitor the credit-worthiness of its customers and adhere to tight credit policies. The Centers for Medicare and Medicaid Services publishes Medicare contract prices under its NCB program which includes 100% of the Medicare population. The company believes that the NCB program contract pricing could have a significant impact on the collectability of accounts receivable for those customers which have a portion of their revenues tied to Medicare reimbursement. In addition, there is a risk that these precedent-setting price reductions could influence other non-CMS payors' reimbursement rates for the same product categories. As a result, this is an additional risk factor which the company considers when assessing the collectability of accounts receivable.

The company has an agreement with DLL, a third-party financing company, to provide lease financing to Invacare's U.S. customers. The DLL agreement provides for direct leasing between DLL and the Invacare customer. The company retains a recourse obligation for events of default under the contracts. The company monitors the collections status of these contracts and has provided amounts for estimated losses in its allowances for doubtful accounts.

***Goodwill, Intangible and Other Long-Lived Assets***

Property, equipment, intangibles and certain other long-lived assets are amortized over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue. Under *Intangibles-Goodwill and Other*, ASC 350, goodwill and intangible assets deemed to have indefinite lives are subject to annual impairment tests. The company's measurement date for its annual goodwill impairment test is October 1 and the analysis is completed in the fourth quarter. Furthermore, goodwill and other long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Most of the company's goodwill and intangible assets relate to the company's Europe and Institutional Products Group reporting units which were profitable in 2019.

To review goodwill for impairment in accordance with ASC 350, the company first estimates the fair value of each reporting unit and compares the calculated fair value to the carrying value of each reporting unit. A reporting unit is defined as an operating segment or one level below. The company has determined that its reporting units are the same as its operating segments. The company completes its annual impairment tests in the fourth quarter of each year. To estimate the fair values of the reporting units, the company utilizes a discounted cash flow (DCF) method in which the company forecasts income statement and balance sheet amounts based on assumptions regarding future sales growth, profitability, inventory turns, days' sales outstanding, etc. to forecast future cash flows. The cash flows are discounted using a weighted average cost of capital discount rate where the cost of debt is based on quoted rates for 20-year debt of companies of similar credit risk and the cost of equity is based upon the 20-year treasury rate for the risk-free rate, a market risk premium, the industry average beta and a small cap stock adjustment. The discount rates used have a significant impact upon the discounted cash flow methodology utilized in the company's annual impairment testing as higher discount rates decrease the fair value estimates. The assumptions used are based on a market participant's point of view and yielded a discount rate of 11.88% in 2019 for the company's annual impairment analysis for the reporting units with goodwill compared to 12.41% in 2018 and 9.07% in 2017.

The company also utilizes an Enterprise Value (EV) to Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) method to compute the fair value of its reporting units which considers potential acquirers and their EV to EBITDA multiples adjusted by an estimated premium. While more weight is given to the discounted cash

flow method, the EV to EBITDA method does provide corroborative evidence of the reasonableness of the discounted cash flow method results.

As part of the company's review of goodwill for impairment, the company also considers the potential for impairment of any other assets. In 2019, the company performed a review for potential impairments of any other assets and recognized an intangible impairment charge for the Institutional Products Group reporting unit, which is part of the North America segment, of $587,000 ($435,000 after-tax) compared to $583,000 ($431,000 after-tax) in 2018 related to a trademark with an indefinite life. No impairment of any asset was recognized in 2017. The fair value of the trademark was calculated using a relief from royalty payment methodology which requires applying an estimated market royalty rate to forecasted net sales and discounting the resulting cash flows to determine fair value.

While there was no indication of impairment in 2019 related to goodwill for the Europe or Institutional Products Group units, a future potential impairment is possible for any of the company's reporting units should actual results differ materially from forecasted results used in the valuation analysis. Furthermore, the company's annual valuation of goodwill can differ materially if the market inputs used to determine the discount rate change significantly. For instance, higher interest rates or greater stock price volatility would increase the discount rate and thus increase the chance of impairment. In consideration of this potential, the company reviewed the results if the discount rate used were 100 basis points higher for the 2019 impairment analysis and determined that there still would not be any indicator of potential impairment for the Europe or Institutional Products Group reporting units.

The company's intangible assets consist of intangible assets with defined lives as well as intangible assets with indefinite lives. Defined-lived intangible assets consist principally of customer lists and developed technology. The company's indefinite lived intangible assets consist entirely of trademarks.

The company evaluates the carrying value of definite-lived assets whenever events or circumstances indicate possible impairment. Definite-lived assets are determined to be impaired if the future un-discounted cash flows expected to be generated by the asset are less than the carrying value. Actual impairment amounts for definite-lived assets are then calculated using a discounted cash flow calculation. The company reviews indefinite-lived assets for impairment annually in the fourth quarter of each year and whenever events or circumstances indicate possible impairment. Any impairment amounts for indefinite-lived assets are calculated as the difference between the future discounted cash flows expected to be generated by the asset less than the carrying value for the asset.

***Product Liability***

The company is essentially self-insured in North America for product liability exposures through its captive insurance company, Invatection Insurance Company, which currently has a policy year that runs from September 1 to August 31 and insures annual policy losses up to $10,000,000 per occurrence and $13,000,000 in the aggregate. The company also has additional layers of external insurance coverage, related to all lines of insurance coverage, insuring up to $75,000,000 in aggregate losses per policy year arising from individual claims anywhere in the world that exceed the captive insurance company policy limits or the limits of the company's per country foreign liability limits, as applicable. There can be no assurance that Invacare's current insurance levels will continue to be adequate or available at affordable rates.

Product liability reserves are recorded for individual claims based upon historical experience, industry expertise and other indicators. Additional reserves, in excess of the specific individual case reserves, are provided for incurred but not reported claims based upon actuarial valuations at the time such valuations are conducted. Historical claims experience and other assumptions are taken into consideration by the company in estimating the ultimate reserves. For example, the actuarial analysis assumes that historical loss experience is an indicator of future experience, that the distribution of exposures by geographic area and nature of operations for ongoing operations is expected to be very similar to historical operations with no dramatic changes and that the government indices used to trend losses and exposures are appropriate. Estimates made are adjusted on a regular basis and can be impacted by actual loss awards and settlements on claims. While actuarial analysis is used to help determine adequate reserves, the company is responsible for the determination and recording of adequate reserves in accordance with accepted loss reserving standards and practices.

***Warranty***

Generally, the company's products are covered by assurance-type warranties against defects in material and workmanship for various periods depending on the product from the date of sale to the customer. Certain components carry a lifetime warranty. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. A provision for estimated warranty cost is recorded at the time of sale based upon actual experience. The company continuously assesses the adequacy of its product warranty accrual and makes adjustments as needed. Historical analysis is primarily used to determine the company's warranty reserves. Claims history is reviewed and provisions are adjusted as needed. However, the company does consider other events, such as a product

recall, which could warrant additional warranty reserve provision. See Accrued Expenses in the Notes to the Consolidated Financial Statements for a reconciliation of the changes in the warranty accrual.

***Accounting for Stock-Based Compensation***

The company accounts for share based compensation under the provisions of *Compensation—Stock Compensation*, ASC 718. The company has not made any modifications to the terms of any previously granted awards and no changes have been made regarding the valuation methodologies or assumptions used to determine the fair value of awards granted and the company continues to use a Black-Scholes valuation model to value options granted. As of December 31, 2019, there was $16,722,000 of total unrecognized compensation cost from stock-based compensation arrangements, which is related to non-vested options and shares, and includes $8,453,000 related to restricted stock awards and $8,269,000 related to performance awards.

Most of the options awarded have been granted at exercise prices equal to the market value of the underlying stock on the date of grant. Restricted stock awards granted without cost to the recipients are expensed on a straight-line basis over the vesting periods. Performance awards granted are expensed based on estimated achievement of the performance objectives over the relevant performance award periods.

***Income Taxes***

As part of the process of preparing its financial statements, the company is required to estimate income taxes in various jurisdictions. The process requires estimating the company's current tax liability, including assessing uncertainties related to tax return filing positions, as well as estimating temporary differences due to the different treatment of items for tax and accounting policies. The temporary differences are reported as deferred tax assets and or liabilities. The company also must estimate whether it will more likely than not realize its deferred tax assets and whether a valuation allowance should be established**.** The company's deferred tax assets are offset by a valuation allowance in the U.S., Australia, Switzerland and New Zealand. In the event that actual results differ from its estimates, the company's provision for income taxes could be materially impacted. The company does not believe that there is a substantial likelihood that materially different amounts would be reported related to its critical accounting policies.

On December 22, 2017 the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act makes broad and complex changes the U.S. tax code, including, but not limited to, (1) reducing the U.S. federal corporate tax rate from 35 percent to 21 percent; (2) requiring companies to pay a one-time transition tax on certain unrepatriated earnings, if any, of foreign subsidiaries; (3) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries; (4) requiring a current inclusion in U.S. federal taxable income of certain earnings of controlled foreign corporations; (5) eliminating the corporate alternative minimum tax (AMT) and changing how existing AMT credits can be realized; (6) creating a base erosion anti-abuse tax (BEAT), a new minimum tax, (7) creating a new limitation on deductible interest expense; and (8) changing rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017.

The SEC staff issued SAB 118, which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year form the Tax Act enactment date for companies to complete the accounting under ASC 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements. If a company cannot determine a provisional estimate to be included in the financial statements, it should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act.

***Accounting for Convertible Debt and Related Derivatives***

In 2016 and 2017, the company issued $150,000,000 and $120,000,000 aggregate principal amount of the 2021 and 2022 Notes, respectively. In 2019, the company repurchased $16,000,000 in aggregate principal amount of 2021 Notes for cash and entered into separate privately negotiated agreements with certain holders of its 2021 Notes to exchange $72,909,000 in aggregate principal amount of 2021 Notes for aggregate consideration of $72,909,000 in aggregate principal amount of new 5.00% Convertible Senior Exchange Notes due 2024 of the company and $6,928,000 in cash. In connection with the offering of the 2021 Notes and 2022 Notes, the company entered into privately negotiated convertible note hedge transactions with certain counterparties. These transactions cover, subject to customary anti-dilution adjustments, the number of the company's common shares that will initially underlie the Notes, and are expected generally to reduce the potential equity dilution, and/or offset any cash payments in excess of the principal amount due, as the case may be, upon conversion of the Notes.

The company entered into separate, privately negotiated warrant transactions with the option counterparties at a higher strike price relating to the same

number of the company's common shares, subject to customary anti-dilution adjustments, pursuant to which the company sold warrants to the option counterparties. The warrants could have a dilutive effect on the company's outstanding common shares and the company's earnings per share to the extent that the price of the company's common shares exceeds the strike price of those warrants. The initial strike price of the warrants is $22.4175 and $21.4375 per share on the 2021 and 2022 Notes, respectively, and is subject to certain adjustments under the terms of the warrant transactions.

As a result of the repurchase of 2021 Notes in third quarter of 2019 and the exchange of 2021 Notes for new notes in the fourth quarter of 2019, a partial unwind of the note hedge options and warrants entered into with the issuance of the 2021 Notes also occurred during the fourth quarter of 2019. Note hedge options outstanding were reduced from the original number of 300,000 to 138,182 and warrants were reduced from the initial number of 9,007,380 to 3,860,624. The partial unwind of the note hedge options and warrants resulted in no net impact to cash or paid in capital.

The convertible debt conversion liabilities and the convertible note hedges were accounted for as derivatives and fair valued quarterly until no longer accounted for separately as a result of obtaining shareholder approval in May 2019 to settle the Notes with common shares. The warrants are included as equity. The fair value of the convertible debt conversion liabilities and the convertible note hedges were estimated using a lattice model incorporating the terms and conditions of the notes and considering, for example, changes in the prices of the company's common shares, company stock price volatility, risk-free rates and changes in market rates. The valuations were, among other things, subject to changes in both the company's credit worthiness and the counter-parties to the instruments as well as change in general market conditions.

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

For the company's disclosure regarding recently issued accounting pronouncements, see Accounting Policies - Recent Accounting Pronouncements in the Notes to the Consolidated Financial Statements.

# CONTRACTUAL OBLIGATIONS

The company's contractual obligations as of December 31, 2019 are as follows (in thousands):

| | Payments due by period | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Purchase obligations (primarily computer systems contracts) (1) | $ 235,138 | $ 27,598 | $ 59,240 | $ 56,840 | $ 91,460 |
| 4.500% Convertible Senior Subordinated Notes due 2022 | 133,050 | 5,400 | 127,650 | — | — |
| 4.500% Convertible Senior Subordinated Notes due 2024 | 90,680 | 3,645 | 7,291 | 79,744 | — |
| 5.00% Convertible Senior Subordinated Notes due 2021 | 64,528 | 3,055 | 61,473 | — | — |
| Future lease obligations (2) | 67,931 | 2,264 | 6,793 | 6,793 | 52,081 |
| Capital lease obligations | 39,753 | 3,785 | 6,017 | 4,897 | 25,054 |
| Operating lease obligations | 21,625 | 8,063 | 9,919 | 2,532 | 1,111 |
| Product liability | 16,150 | 2,736 | 6,414 | 3,019 | 3,981 |
| Supplemental Executive Retirement Plan | 5,824 | 391 | 782 | 782 | 3,869 |
| Other, principally deferred compensation | 5,354 | — | — | — | 5,354 |
| Total | $ 680,033 | $ 56,937 | $ 285,579 | $ 154,607 | $ 182,910 |

(1) In October 2019, the company entered into an agreement to outsource substantially all of the company’s information technology business service activities, including, among other things, support, rationalization and upgrading of the company’s legacy information technology systems and implementation of a global enterprise resource planning system and eCommerce platform.

(2) In December 2018, the company entered into a lease agreement in Germany. The lease is not expected to commence until April 2020.

The table does not include any payments related to liabilities recorded for uncertain tax positions as the company cannot make a reasonably reliable estimate as to the timing of any other payments. See Income Taxes in the Notes to the Consolidated Financial Statements included in this report.

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

The company is at times exposed to market risk through various financial instruments, including fixed rate and floating rate debt instruments. Based on December 31, 2019 debt levels, a 1% change in interest rates would have no impact on annual interest expense as the company did not have any variable rate debt outstanding. Additionally, the company operates internationally and, as a result, is exposed to foreign currency fluctuations. Specifically, the exposure results from intercompany loans, intercompany sales or payments and third-party sales or payments. In an attempt to reduce this exposure, foreign currency forward contracts are utilized to hedge intercompany purchases and sales as well as third-party purchases and sales. The company does not believe that any potential loss related to these financial instruments would have a material adverse effect on the company's financial condition or results of operations.

The company is party to the Credit Agreement which was originally entered into on January 16, 2015 and matures in January 2021, as extended by an amendment to the Credit Agreement which became effective on November 30, 2016. Accordingly, while the company is exposed to increases in interest rates, its exposure to the volatility of the current market environment is currently limited until the Credit Agreement expires. The Credit Agreement contains customary default provisions, with certain grace periods and exceptions, which provide that events of default that include, among other things, failure to pay amounts due, breach of covenants, representations or warranties, bankruptcy, the occurrence of a material adverse effect, exclusion from any medical reimbursement program, and an interruption of any material manufacturing facilities for more than ten consecutive days. Should the company fail to comply with these requirements, the company would potentially have to attempt to obtain alternative financing and thus likely be required to pay much higher interest rates.

As of December 31, 2019, the company had no borrowings outstanding under its Credit Agreement, which provides for a senior secured revolving credit facility for U.S. and Canadian borrowers of up to $100,000,000 at variable rates, subject to availability based on a borrowing base formula, and in addition provides for a revolving credit, letter of credit and swing line loan facility for European borrowers allowing borrowing up to an aggregate principal amount of $30,000,000 at variable rates, also subject to availability based on a borrowing base formula. As of December 31, 2019, the company had $61,091,000, $120,000,000 and $72,909,000 in principal amount outstanding of its fixed rate 2021 Notes, 2022 Notes and 2024 Notes, respectively.

**Item 8. Financial Statements and Supplementary Data.**

Reference is made to the Report of Independent Registered Public Accounting Firm, Consolidated Balance Sheets, Consolidated Statement of Comprehensive Loss, Consolidated Statement of Cash Flows, Consolidated Statement of Shareholders' Equity, Notes to Consolidated Financial Statements and Financial Statement Schedule, which appear on pages 73 to 133 of this Annual Report on Form 10-K.

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

None.

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

*(a) Evaluation of Disclosure Controls and Procedures*

As of December 31, 2019, an evaluation was performed, under the supervision and with the participation of the company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based on that evaluation, the company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the company's disclosure controls and procedures were effective as of December 31, 2019, in ensuring that information required to be disclosed by the company in the reports it files and submits under the Exchange Act is (1) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and (2) accumulated and communicated to the company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

*(b) Management's Annual Report on Internal Control Over Financial Reporting*

Management is responsible for establishing and maintaining a system of adequate internal control over financial reporting that provides reasonable assurance that assets are safeguarded and that transactions are authorized, recorded and reported properly. The system includes self-monitoring mechanisms; regular testing by the company's internal auditors; a Code of Conduct; written policies and procedures; and a careful selection and training of employees. Actions are taken to correct deficiencies as they are identified. An effective internal control system, no matter how well designed, has inherent limitations—including the possibility of the circumvention or overriding of controls—and therefore can provide only reasonable assurance that errors and fraud

that can be material to the financial statements are prevented or would be detected on a timely basis. Further, because of changes in conditions, internal control system effectiveness may vary over time.

Management's assessment of the effectiveness of the company's internal control over financial reporting is based on the Internal Control—Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

In management's opinion, internal control over financial reporting is effective as of December 31, 2019.

*(c) Attestation Report of the Independent Registered Public Accounting Firm*

The company's independent registered public accounting firm, Ernst & Young LLP, audited the company's internal control over financial reporting and, based on that audit, issued its report regarding the company's internal control over financial reporting, which is included in this Annual Report on Form 10-K on page 74.

*(d) Changes in Internal Control Over Financial Reporting*

There have been no changes in the company's internal control over financial reporting during the company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

**Item 9B. Other Information.**

None.

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

Information required by Item 10 as to the executive officers of the company is included in Part I of this Annual Report on Form 10-K. The other information required by Item 10 as to the directors of the company, the Audit Committee, the Audit Committee financial experts, the procedures by which security holders may recommend nominees to the Board of Directors, compliance with Section 16(a) of the Exchange Act, code of ethics and corporate governance is incorporated herein by reference to the information set forth under the captions "Election of Directors," "Corporate Governance," and "Delinquent Section 16(a) Reports" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

**Item 11. Executive Compensation.**

The information required by Item 11 is incorporated by reference to the information set forth under the captions "Corporate Governance", "Executive Compensation" and "CEO Pay Ratio" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

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

The information required by Item 12 is incorporated by reference to the information set forth under the caption "Security Ownership of Certain Beneficial Holders and Management" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

Information regarding the securities authorized for issuance under the company's equity compensation plans is incorporated by reference to the information set forth under the captions "Equity Compensation Plan Information" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

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

The information required by Item 13 is incorporated by reference to the information set forth under the caption "Certain Relationships and Related Transactions" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

**Item 14. Principal Accountant Fees and Services.**

The information required by Item 14 is incorporated by reference to the information set forth under the caption "Independent Registered Public Accounting Firm Fees and Services" in the company's definitive Proxy Statement on Schedule 14A for the 2020 Annual Meeting of Shareholders.

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

(a)(1) *Financial Statements.*

The following financial statements of the company are included in Part II, Item 8:

Consolidated Statement of Comprehensive Loss—years ended December 31, 2019, 2018 and 2017

Consolidated Balance Sheet—December 31, 2019 and 2018

Consolidated Statement of Cash Flows—years ended December 31, 2019, 2018 and 2017

Consolidated Statement of Shareholders' Equity—years ended December 31, 2019, 2018 and 2017

Notes to Consolidated Financial Statements

(a)(2) *Financial Statement Schedules.*

The following financial statement schedule of the company is included in Part II, Item 8:

Schedule II—Valuation and Qualifying Accounts

All other schedules have been omitted because they are not applicable or not required, or because the required information is included in the Consolidated Financial Statements or notes thereto.

(a)(3) *Exhibits.*

See Exhibit Index at page number 66 of this Annual Report on Form 10-K.

**Item 16. Form 10-K Summary.**

None.

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized as of March 9, 2020.**

INVACARE CORPORATION

By: /s/ MATTHEW E. MONAGHAN

**Matthew E. Monaghan**
**Chairman of the Board of Directors,**
**President and Chief Executive Officer**

**INVACARE CORPORATION**
**Report on Form 10-K for the fiscal year ended December 31, 2019.**

| Official Exhibit No. | Description | Sequential Page No. |
|---|---|---|
| 2.1 | Membership Interest Purchase Agreement among Invacare Continuing Care, Inc., Invacare Corporation and Joerns Healthcare Parent, LLC, dated July 2, 2015. (Pursuant to Item 601(b)(2) of Regulation S-K, the registrant hereby agrees to supplementally furnish to the Securities and Exchange Commission upon request any omitted schedule or exhibit to the agreement.) | (A) |
| 2.2 | Share Purchase Agreement among Invacare Corporation, Garden City Medical Inc. and Compass Health Brands Corp., dated September 30, 2016. (Pursuant to Item 601(b)(2) of Regulation S-K, the registrant hereby agrees to supplementally furnish to the Securities and Exchange Commission upon request any omitted schedule or exhibit to the agreement.) | (B) |
| 2.3 | Securities Purchase Agreement among Allied Motion Christchurch Limited, Invacare Holdings New Zealand and Invacare Corporation, dated March 6, 2020. (Pursuant to Item 601(b)(2) of Regulation S-K, the registrant hereby agrees to supplementally furnish to the Securities and Exchange Commission upon request any omitted schedule or exhibit to the agreement.) | (OO) |
| 3(a) | Second Amended and Restated Articles of Incorporation | (C) |
| 3(b) | Second Amended and Restated Code of Regulations, as amended | (D) |
| 3(c) | Amendment No. 1 to the Second Amended and Restated Articles of Incorporation | (E) |
| 4(a) | Specimen Share Certificate for Common Shares | (F) |
| 4(b) | Specimen Share Certificate for Class B Common Shares | (F) |
| 4(c) | Indenture, dated as of February 23, 2016, by and between Invacare Corporation and Wells Fargo Bank, National Association (including the form of the 5.00% Convertible Senior Notes due 2021). | (G) |
| 4(e) | Indenture, dated as of June 14, 2017, by and between Invacare Corporation and Wells Fargo Bank, National Association (including the form of the 4.50% Convertible Senior Notes due 2022). | (H) |
| 4(f) | Indenture, dated as of November 19, 2019, by and between Invacare Corporation and Wells Fargo Bank, N.A., as Trustee (including the form of the 5.00% Convertible Senior Exchange Notes due 2024). | (I) |
| 4(g)** | Description of Securities Registered Under the Exchange Act. | |
| 10(a) | Invacare Retirement Savings Plan, effective January 1, 2001, as amended | (J)* |
| 10(b) | Invacare Corporation 401(K) Plus Benefit Equalization Plan, effective January 1, 2003, as amended and restated | (J)* |
| 10(c) | Invacare Corporation Deferred Compensation Plus Plan, effective January 1, 2005, as amended August 19, 2009 and on November 23, 2010 | (K)* |
| 10(d) | Amendment No. 3 to Invacare Corporation Deferred Compensation Plus Plan, effective January 1, 2005 | (L)* |
| 10(e) | Invacare Corporation Death Benefit Only Plan, effective January 1, 2005, as amended | (J)* |
| 10(f) | Supplemental Executive Retirement Plan, as amended and restated effective February 1, 2000 | (M)* |
| 10(g) | Cash Balance Supplemental Executive Retirement Plan, as amended and restated, effective December 31, 2008 | (N)* |
| 10(h) | Amendment No. 1 to the Cash Balance Supplemental Executive Retirement Plan, effective August 19, 2009 | (O)* |
| 10(i) | Form of Participation Agreement, for current participants in the Cash Balance Supplemental Executive Retirement Plan, as of December 31, 2008, entered into by and between the company and certain participants and a schedule of all such agreements with participants | (P)* |
| 10(j) | Invacare Corporation Amended and Restated 2003 Performance Plan | (O)* |
| 10(k) | Form of Director Stock Option Award under Invacare Corporation 2003 Performance Plan | (J)* |

| Official Exhibit No. | Description | Sequential Page No. |
|---|---|---|
| 10(l) | Form of Director Deferred Option Award under Invacare Corporation 2003 Performance Plan | (K)* |
| 10(m) | Form of Restricted Stock Award under Invacare Corporation 2003 Performance Plan | (L) |
| 10(n) | Form of Stock Option Award under Invacare Corporation 2003 Performance Plan | (J)* |
| 10(o) | Form of Executive Stock Option Award under Invacare Corporation 2003 Performance Plan | (J)* |
| 10(p) | Form of Switzerland Stock Option Award under Invacare Corporation 2003 Performance Plan | (J)* |
| 10(q) | Form of Switzerland Executive Stock Option Award under Invacare Corporation 2003 Performance Plan | (J)* |
| 10(r) | Invacare Corporation 2013 Equity Compensation Plan | (Q) |
| 10(s) | Amendment No. 1 to the Invacare Corporation 2013 Equity Compensation Plan | (R)* |
| 10(t) | Form of Executive Stock Option Award under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(u) | Form of Stock Option Award under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(v) | Form of Executive Stock Option Award for Swiss Employees under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(w) | Form of Stock Option Award for Swiss Employees under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(x) | Form of Director Restricted Stock Award under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(y) | Form of Restricted Stock Award under the Invacare Corporation 2013 Equity Compensation Plan | (S) |
| 10(z) | Form of Performance Share Award Agreement under the Invacare Corporation 2013 Equity Compensation Plan | (T) |
| 10(aa) | Form of Restricted Stock Award Agreement for Employees under the Invacare Corporation 2013 Equity Compensation Plan | (U) |
| 10(ab) | Form of Director Restricted Stock Unit under the Invacare Corporation 2013 Equity Compensation Plan | (V) |
| 10(ac) | Invacare Corporation Executive Incentive Bonus Plan, as amended and restated | (R)* |
| 10(ad) | Employment Agreement, dated as of January 21, 2015, by and between the company and Matthew E. Monaghan. | (W)* |
| 10(ae) | Letter Agreement, dated as of February 20, 2018, by and between Invacare Corporation and Kathleen P. Leneghan. | (X)* |
| 10(ag) | Letter agreement, dated as of July 31, 2008, by and between the company and Anthony C. LaPlaca. | (P)* |
| 10(ah) | Employment Agreement, dated as of October 21, 2016, by and between the company and Ralf Ledda. | (V) |
| 10(ai) | Change of Control Agreement, dated as of December 31, 2008, by and between the company and Anthony C. LaPlaca | (Y) |
| 10(aj) | Form of Change of Control Agreement entered into by and between the company and certain of its executive officers and schedule of all such agreements with certain executive officers | (Z)* |
| 10(ak) | Technical Information & Non-Competition Agreement, dated April 1, 2015, entered into by and between the company and Matthew E. Monaghan | (P)* |
| 10(al) | Technical Information & Non-Competition Agreement, dated April 6, 2008, entered into by and between the company and Robert K. Gudbranson | (P)* |
| 10(am) | Technical Information & Non-Competition Agreement entered into by and between the company and certain of its executive officers and schedule of all such agreements with executive officers | (Z)* |

| Official Exhibit No. | Description | Sequential Page No. |
|---|---|---|
| 10(an) | Indemnity Agreement, dated April 1, 2015, entered into by and between the company and Matthew E. Monaghan. | (P)* |
| 10(ao) | Form of Indemnity Agreement entered into by and between the company and its directors and certain of its executive officers and schedule of all such agreements with directors and executive officers | (Z)* |
| 10(ap) | Form of Rule 10b5-1 Sales Plan entered into between the company and certain of its executive officers and other employees and a schedule of all such agreements with executive officers and other employees | (K) |
| 10(aq)** | Director Compensation Schedule | * |
| 10(ar) | 2012 Non-employee Directors Deferred Compensation Plan, effective January 1, 2012, Amended and Restated as of November 17, 2016 | (V) |
| 10(as) | Retirement Agreement and Release, dated as of November 14, 2014, by and between Invacare Corporation and A. Malachi Mixon, III. | (AA)* |
| 10(at) | Purchase and Sale Agreement, dated as of February 24, 2015, by and between the company and Industrial Realty Group, LLC. | (BB) |
| 10(au) | Form of Lease Agreement by and among the company and the affiliates of Industrial Realty Group, LLC named therein. | (BB) |
| 10(av) | Amended and Restated Revolving Credit and Security Agreement, dated as of September 30, 2015, by and among the company, the other Borrowers party thereto, the Guarantors party thereto, the Lenders party thereto, PNC Bank, National Association, as administrative agent, JP Morgan Chase Bank, N.A. and J.P. Morgan Europe Limited, as European agent. | (CC) |
| 10(aw) | First Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of February 16, 2016, by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as administrative agent, and J.P. Morgan Europe Limited, as European agent. | (DD) |
| 10(ax) | Second Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of May 3, 2016 by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as administrative agent, and J.P. Morgan Europe Limited, as European agent. | (V) |
| 10(ay) | Third Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of September 30, 2016, by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as administrative agent, and J.P. Morgan Europe Limited, as European agent. | (V) |
| 10(az) | Fourth Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of November 30, 2016, by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as agent for the lenders, and J.P. Morgan Europe Limited, as European agent for the lenders. | (EE) |
| 10(ba) | Waiver and Fifth Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of November 30, 2016, by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as agent for the lenders, and J.P. Morgan Europe Limited, as European agent for the lenders. | 10(FF) |
| 10(bb) | Sixth Amendment to Amended and Restated Revolving Credit and Security Agreement, dated as of November 13, 2019, by and among the company, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, PNC Bank, National Association, as agent for the lenders, and J.P. Morgan Europe Limited, as European agent for the lenders. | 10(I) |
| 10(bc) | Call Option Transaction Confirmation entered into between JPMorgan Chase Bank, National Association, London Branch and Invacare Corporation as of February 17, 2016 | (G) |
| 10(bd) | Call Option Transaction Confirmation entered into between Wells Fargo Bank, National Association and Invacare Corporation as of February 17, 2016 | (G) |
| 10(be) | Warrants Confirmation between Invacare Corporation to JPMorgan Chase Bank, National Association, London Branch as of February 17, 2016 | (G) |
| 10(bf) | Warrants Confirmation between Invacare Corporation to Wells Fargo Bank, National Association as of February 17, 2016 | (G) |

| Official Exhibit No. | Description | Sequential Page No. |
|---|---|---|
| 10(bg) | Additional Call Option Transaction Confirmation, dated March 4, 2016, between JPMorgan Chase Bank, National Association, London Branch and Invacare Corporation. | (GG) |
| 10(bh) | Additional Call Option Transaction Confirmation, dated March 4, 2016, between Wells Fargo Bank, National Association and Invacare Corporation. | (GG) |
| 10(bi) | Additional Warrants Confirmation, dated March 4, 2016, between JPMorgan Chase Bank, National Association, London Branch and Invacare Corporation. | (GG) |
| 10(bj) | Additional Warrants Confirmation, dated March 4, 2016, between Wells Fargo Bank, National Association and Invacare Corporation. | (GG) |
| 10(bk)** | Partial Unwind Agreement, dated as of November 26, 2019, between Invacare Corporation and JPMorgan Chase Bank, National Association, London Branch. | |
| 10(bl)** | Partial Unwind Agreement, dated as of November 22, 2019, between Invacare Corporation and Wells Fargo Bank, National Association. | |
| 10(bm) | Form of Performance-Based Stock Option Award under Invacare Corporation 2013 Equity Compensation Plan. | (HH) |
| 10(bn) | Base Call Option Transaction Confirmation, dated June 8, 2017, between Goldman Sachs & Co. LLC and Invacare Corporation. | 10(H) |
| 10(bo) | Base Warrants Confirmation, dated June 8, 2017, between Goldman Sachs & Co. LLC and Invacare Corporation. | 10(H) |
| 10(bp) | Additional Call Option Transaction Confirmation, dated June 9, 2017, between Goldman Sachs & Co. LLC and Invacare Corporation. | 10(H) |
| 10(bq) | Additional Warrants Confirmation, dated June 9, 2017, between Goldman Sachs & Co. LLC and Invacare Corporation. | 10(H) |
| 10(br) | Separation Agreement and Release by and between Invacare Corporation and Patricia A. Stumpp. | 10(II)* |
| 10(bs) | Invacare Corporation 2018 Equity Compensation Plan | 10(JJ) |
| 10(bt) | Amendment No. 1 to Invacare Corporation 2018 Equity Compensation Plan | 10(E)* |
| 10(bu) | Form of Restricted Stock Award under Invacare Corporation 2018 Equity Compensation Plan | 10(KK) |
| 10(bv) | Form of Restricted Stock Unit Award under Invacare Corporation 2018 Equity Compensation Plan | 10(KK) |
| 10(bw) | Form of Director Restricted Stock Unit Award under Invacare Corporation 2018 Equity Compensation Plan | 10(KK) |
| 10(bx) | Form of Performance Award under Invacare Corporation 2018 Equity Compensation Plan | 10(KK) |
| 10(by) | Form of Performance Unit Award under Invacare Corporation 2018 Equity Compensation Plan | 10(KK) |
| 10(bz) | Letter agreement, dated as of May 9, 2018, by and between the company and Darcie L. Karol | 10(KK)* |
| 10(ca) | Separation Agreement and Release by and between Invacare Corporation and Dean J. Childers | 10(LL)* |
| 10(cb) | Omnibus Amendment | 10(Z) |
| 10(cc) | Master Information Technology Services Agreement by and between Invacare Corporation and Birlasoft Solutions, Inc. effective October 1, 2019. | 10(MM) |
| 21** | Subsidiaries of the company | |
| 23** | Consent of Independent Registered Public Accounting Firm | |
| 31.1** | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 31.2** | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 32.1** | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |

| Official Exhibit No. | Description | Sequential Page No. |
|---|---|---|
| 32.2** | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |
| 99.1 | Consent Decree of Permanent Injunction, as filed with the U.S. District Court for the Northern District of Ohio on December 20, 2012. | (NN) |
| 101.INS** | Inline XBRL instance document | |
| 101.SCH** | Inline XBRL taxonomy extension schema | |
| 101.CAL** | Inline XBRL taxonomy extension calculation linkbase | |
| 101.DEF** | Inline XBRL taxonomy extension definition linkbase | |
| 101.LAB** | Inline XBRL taxonomy extension label linkbase | |
| 101.PRE** | Inline XBRL taxonomy extension presentation linkbase | |
| 104 | Cover Page Interactive Data File - The cover page from the company's Annual Report on Form 10-K for the year ended December 31, 2019, formatted in Inline XBRL (included in Exhibit 101). | |

* Management contract, compensatory plan or arrangement
** Filed herewith

(A) Reference is made to Exhibit 2.1 of the company report on Form 8-K, dated July 2, 2015, which Exhibit is incorporated herein by reference.
(B) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated October 3, 2016, which Exhibit is incorporated herein by reference.
(C) Reference is made to Exhibit 3(a) of the company report on Form 10-K for the fiscal year ended December 31, 2008, which Exhibit is incorporated herein by reference.
(D) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated February 13, 2014, which Exhibit is incorporated herein by reference.
(E) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated May 16, 2019, which Exhibit is incorporated herein by reference.
(F) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2005, which Exhibit is incorporated herein by reference.
(G) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated February 23, 2016, which Exhibit is incorporated herein by reference.
(H) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated June 8, 2017, which Exhibit is incorporated herein by reference.
(I) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated November 13, 2019, which Exhibit is incorporated herein by reference.
(J) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2007, which Exhibit is incorporated herein by reference.
(K) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2010, which Exhibit is incorporated herein by reference.
(L) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2011, which Exhibit is incorporated herein by reference.
(M) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2004, which Exhibit is incorporated herein by reference.
(N) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated December 31, 2008, which Exhibit is incorporated herein by reference.
(O) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated May 21, 2009, which Exhibit is incorporated herein by reference.

(P) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2015, which Exhibit is incorporated herein by reference.
(Q) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated May 16, 2013, which Exhibit is incorporated herein by reference.
(R) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated May 14, 2015, which Exhibit is incorporated herein by reference.
(S) Reference is made to the appropriate Exhibit of the company report on Form 10-Q, for the fiscal quarter ended September 30, 2013, which Exhibit is incorporated herein by reference.
(T) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated March 7, 2014, which Exhibit is incorporated herein by reference.
(U) Reference is made to Exhibit 10.2 of the company report on Form 8-K, dated March 7, 2014, which Exhibit is incorporated herein by reference.
(V) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2016, which Exhibit is incorporated herein by reference.
(W) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated January 21, 2015, which Exhibit is incorporated herein by reference.
(X) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated February 22, 2018, which Exhibit is incorporated herein by reference.
(Y) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2017, which Exhibit is incorporated herein by reference.
(Z) Reference is made to the appropriate Exhibit of the company report on Form 10-K for the fiscal year ended December 31, 2018, which Exhibit is incorporated herein by reference.
(AA) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated November 14, 2014, which Exhibit is incorporated herein by reference.
(BB) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated April 23, 2015, which Exhibit is incorporated herein by reference.
(CC) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated September 30, 2015, which Exhibit is incorporated herein by reference.
(DD) Reference is made to Exhibit 10.1 of the company report on Form 8-K, dated February 16, 2016, which Exhibit is incorporated herein by reference.
(EE) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated November 30, 2016, which Exhibit is incorporated herein by reference.
(FF) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated June 7, 2017, which Exhibit is incorporated herein by reference.
(GG) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated March 7, 2016, which Exhibit is incorporated herein by reference.
(HH) Reference is made to the appropriate Exhibit of the company report on Form 10-Q, for the fiscal quarter ended March 31, 2017, which Exhibit is incorporated herein by reference.
(II) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated December 14, 2017, which Exhibit is incorporated herein by reference.
(JJ) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated May 18, 2018, which Exhibit is incorporated herein by reference.
(KK) Reference is made to the appropriate Exhibit of the company report on Form 10-Q, for the fiscal quarter ended June 30, 2018, which Exhibit is incorporated herein by reference.
(LL) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated October 10, 2018, which Exhibit is incorporated herein by reference.
(MM) Reference is made to the appropriate Exhibit of the company report on Form 10-Q, for the fiscal quarter ended September 30, 2019, which Exhibit is incorporated herein by reference.
(NN) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated December 20, 2012, which Exhibit is incorporated herein by reference.
(OO) Reference is made to the appropriate Exhibit of the company report on Form 8-K, dated March 9, 2020, which Exhibit is incorporated herein by reference.

**Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated as of March 9, 2020.**

| Signature | Title |
|---|---|
| /s/ MATTHEW E. MONAGHAN<br>**Matthew E. Monaghan** | Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer) |
| /s/ KATHLEEN P. LENEGHAN<br>**Kathleen P. Leneghan** | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ SUSAN H. ALEXANDER<br>**Susan H. Alexander** | Director |
| /s/ JULIE A. BECK<br>**Julie A. Beck** | Director |
| /s/ PETRA DANIELSOHN-WEIL, PhD<br>**Petra Danielsohn-Weil, PhD** | Director |
| /s/ DIANA S. FERGUSON<br>**Diana S. Ferguson** | Director |
| /s/ MARC M. GIBELEY<br>**Marc M. Gibeley** | Director |
| /s/ C. MARTIN HARRIS, M.D.<br>**C. Martin Harris, M.D.** | Director |
| /s/ CLIFFORD D. NASTAS<br>**Clifford D. Nastas** | Director |
| /s/ BAIJU R. SHAH<br>**Baiju R. Shah** | Director |

To the Shareholders and Board of Directors of Invacare Corporation

**Opinion on the Financial Statements**
We have audited the accompanying consolidated balance sheets of Invacare Corporation and subsidiaries (the Company) as of December 31, 2019 and 2018, the related consolidated statements of comprehensive loss, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2019, 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, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, 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, 2019, 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 March 9, 2020 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.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1984.

Cleveland, Ohio
March 9, 2020

To the Shareholders and Board of Directors of Invacare Corporation

**Opinion on Internal Control over Financial Reporting**
We have audited Invacare Corporation and subsidiaries' internal control over financial reporting as of December 31, 2019, 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, Invacare Corporation and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of comprehensive loss, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated March 9, 2020 expressed an unqualified opinion thereon.

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

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

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

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

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

/s/ Ernst & Young LLP

Cleveland, Ohio
March 9, 2020

**INVACARE CORPORATION AND SUBSIDIARIES**
**Consolidated Statements of Comprehensive Loss**

| | Years Ended December 31, | | |
|---|---|---|---|
| | 2019 | 2018 | 2017 |
| | (In thousands, except per share data) | | |
| Net sales | $ 927,964 | $ 972,347 | $ 966,497 |
| Cost of products sold | 665,897 | 704,671 | 697,246 |
| **Gross Profit** | 262,067 | 267,676 | 269,251 |
| Selling, general and administrative expenses | 260,061 | 281,906 | 296,816 |
| Charges related to restructuring activities | 11,829 | 3,481 | 12,274 |
| Impairment of an intangible asset | 587 | 583 | 320 |
| **Operating Loss** | (10,410) | (18,294) | (40,159) |
| Net loss (gain) on convertible debt derivatives | (1,197) | (11,994) | 3,657 |
| Loss on debt extinguishment including debt finance charges and fees | 6,165 | — | — |
| Interest expense | 29,076 | 28,336 | 22,907 |
| Interest income | (429) | (534) | (473) |
| **Loss Before Income Taxes** | (44,025) | (34,102) | (66,250) |
| Income tax provision | 9,302 | 9,820 | 10,291 |
| **Net Loss** | $ (53,327) | $ (43,922) | $ (76,541) |
| **Net Loss per Share—Basic** | $ (1.59) | $ (1.33) | $ (2.34) |
| Weighted Average Shares Outstanding—Basic | 33,594 | 33,124 | 32,752 |
| **Net Loss per Share—Assuming Dilution** | $ (1.59) | $ (1.33) | $ (2.34) |
| Weighted Average Shares Outstanding—Assuming Dilution | 33,642 | 33,543 | 33,216 |
| **Net Loss** | $ (53,327) | $ (43,922) | $ (76,541) |
| Other comprehensive income (loss): | | | |
| Foreign currency translation adjustments | (8,499) | (30,858) | 54,591 |
| Defined benefit plans: | | | |
| Amortization of prior service costs and unrecognized losses | (596) | 4,949 | 3,596 |
| Deferred tax adjustment resulting from defined benefit plan activity | 48 | (51) | (67) |
| Valuation reserve associated with defined benefit plan activity | (48) | 51 | 67 |
| Current period gain (loss) on cash flow hedges | (571) | 1,894 | (2,088) |
| Deferred tax benefit (loss) related to gain (loss) on cash flow hedges | 1 | (62) | 106 |
| **Other Comprehensive Income (Loss)** | (9,665) | (24,077) | 56,205 |
| **Comprehensive Loss** | $ (62,992) | $ (67,999) | $ (20,336) |

See notes to consolidated financial statements.

**INVACARE CORPORATION AND SUBSIDIARIES**
**Consolidated Balance Sheets**

| Assets | December 31, 2019 | December 31, 2018 |
|---|---|---|
| | (In thousands) | |
| **Current Assets** | | |
| Cash and cash equivalents | $ 80,063 | $ 116,907 |
| Trade receivables, net | 116,669 | 119,743 |
| Installment receivables, net | 736 | 1,574 |
| Inventories, net | 120,500 | 128,123 |
| Other current assets | 37,909 | 31,063 |
| **Total Current Assets** | 355,877 | 397,410 |
| **Other Assets** | 4,216 | 6,360 |
| **Intangibles** | 26,447 | 26,506 |
| **Property and Equipment, net** | 46,607 | 45,984 |
| **Financing Lease Assets, net** | 26,900 | 28,322 |
| **Operating Lease Assets, net** | 18,676 | — |
| **Goodwill** | 373,403 | 381,273 |
| **Total Assets** | $ 852,126 | $ 885,855 |
| **Liabilities and Shareholders' Equity** | | |
| **Current Liabilities** | | |
| Accounts payable | $ 88,003 | $ 92,469 |
| Accrued expenses | 120,947 | 99,867 |
| Current taxes payable | 345 | 3,762 |
| Short-term debt and current maturities of long-term obligations | 58 | — |
| Current portion of financing lease obligations | 2,514 | 2,110 |
| Current portion of operating lease obligations | 6,790 | — |
| **Total Current Liabilities** | 218,657 | 198,208 |
| **Long-Term Debt** | 219,464 | 225,733 |
| **Finance Lease Long-term Obligations** | 26,480 | 27,802 |
| **Operating Leases Long-term Obligations** | 12,060 | — |
| **Other Long-Term Obligations** | 66,949 | 74,965 |
| **Shareholders' Equity** | | |
| Preferred Shares (Authorized 300 shares; none outstanding) | — | — |
| Common Shares (Authorized 150,000 shares; 37,609 and 37,010 issued and outstanding in 2019 and 2018, respectively)—no par | 9,588 | 9,419 |
| Class B Common Shares (Authorized 12,000 shares; 6 issued and outstanding in 2019 and 2018)—no par | 2 | 2 |
| Additional paid-in-capital | 312,650 | 297,919 |
| Retained earnings | 87,475 | 142,447 |
| Accumulated other comprehensive income | 3,128 | 12,793 |
| Treasury shares (3,953 and 3,841 shares in 2019 and 2018, respectively) | (104,327) | (103,433) |
| **Total Shareholders' Equity** | 308,516 | 359,147 |
| **Total Liabilities and Shareholders' Equity** | $ 852,126 | $ 885,855 |

See notes to consolidated financial statements.

**INVACARE CORPORATION AND SUBSIDIARIES**
**Consolidated Statements of Cash Flows**

| | Years Ended December 31, | | |
|---|---|---|---|
| | 2019 | 2018 | 2017 |
| **Operating Activities** | | (In thousands) | |
| Net loss | $ (53,327) | $ (43,922) | $ (76,541) |
| Adjustments to reconcile net earnings to net cash used by operating activities: | | | |
| Depreciation and amortization | 15,563 | 15,556 | 14,631 |
| Amortization operating lease right of use assets | 8,927 | — | — |
| Provision for losses on trade and installment receivables | 955 | 2,029 | 2,042 |
| Benefit for deferred income taxes | (830) | (2,800) | (4,370) |
| Provision (benefit) for other deferred liabilities | 1,144 | (121) | 589 |
| Provision for equity compensation | 11,110 | 5,283 | 7,347 |
| Loss (gain) on disposals of property and equipment | 182 | 928 | (87) |
| Loss on debt extinguishment including debt finance charges and associated fees | 6,165 | — | — |
| Impairment of an intangible asset | 587 | 583 | 320 |
| Amortization of convertible debt discount | 12,325 | 11,608 | 8,811 |
| Amortization of debt fees | 2,384 | 2,489 | 2,220 |
| Net loss (gain) on convertible debt derivatives | (1,197) | (11,994) | 3,657 |
| Changes in operating assets and liabilities: | | | |
| Trade receivables | 1,474 | (666) | 2,395 |
| Installment sales contracts, net | 434 | (603) | (930) |
| Inventories | 6,466 | (11,497) | 22,263 |
| Other current assets | (7,314) | (873) | 1,925 |
| Accounts payable | (3,603) | 4,505 | (2,168) |
| Accrued expenses | 2,276 | (17,158) | (5,711) |
| Other long-term liabilities | (978) | 230 | (2,167) |
| **Net Cash Provided (Used) by Operating Activities** | 2,743 | (46,423) | (25,774) |
| **Investing Activities** | | | |
| Purchases of property and equipment | (10,874) | (9,823) | (14,569) |
| Proceeds from sale of property and equipment | 73 | 40 | 369 |
| Advance Payment from Sale of Property | — | 3,524 | — |
| Decrease in other long-term assets | (781) | (116) | (361) |
| Other | (32) | 12 | (87) |
| **Net Cash Used by Investing Activities** | (11,614) | (6,363) | (14,648) |
| **Financing Activities** | | | |
| Proceeds from revolving lines of credit and long-term borrowings | — | — | 95,220 |
| Repurchases of convertible debt and capital lease payments | (17,196) | (1,493) | (16,308) |
| Proceeds from exercise of stock options | — | 2,626 | 2,676 |
| Payment of financing costs | (1,278) | — | (4,711) |
| Payment of dividends | (1,645) | (1,630) | (1,604) |
| Issuance of warrants | — | — | 14,100 |
| Payments to debt holders | (6,928) | — | — |
| Purchases of treasury shares | (894) | (2,427) | (1,276) |
| **Net Cash Provided (Used) by Financing Activities** | (27,941) | (2,924) | 88,097 |
| Effect of exchange rate changes on cash | (32) | (3,911) | 4,619 |
| Increase (decrease) in cash and cash equivalents | (36,844) | (59,621) | 52,294 |
| Cash and cash equivalents at beginning of year | 116,907 | 176,528 | 124,234 |
| Cash and cash equivalents at end of year | $ 80,063 | $ 116,907 | $ 176,528 |

See notes to consolidated financial statements.

## INVACARE CORPORATION AND SUBSIDIARIES
## Consolidated Statement of Shareholders' Equity

| (In thousands) | Common Stock | Class B Stock | Additional Paid-in-Capital | Retained Earnings | Accumulated Other Comprehensive Earnings | Treasury Stock | Total |
|---|---|---|---|---|---|---|---|
| **January 1, 2017 Balance** | $ 8,974 | $ 183 | $ 266,151 | $ 266,144 | $ (19,335) | $ (99,730) | **$ 422,387** |
| Exercise of stock options | 48 | — | 2,628 | — | — | (65) | **2,611** |
| Performance awards | — | — | 1,834 | — | — | — | **1,834** |
| Non-qualified stock options | — | — | 865 | — | — | — | **865** |
| Restricted stock awards | 101 | — | 4,547 | — | — | (1,211) | **3,437** |
| Conversion from Class B to Common Stock | 181 | (181) | — | — | — | — | **—** |
| Net loss | — | — | — | (76,541) | — | — | (76,541) |
| Foreign currency translation adjustments | — | — | — | — | 54,591 | — | 54,591 |
| Unrealized loss on cash flow hedges | — | — | — | — | (1,982) | — | (1,982) |
| Defined benefit plans: | | | | | | | |
| Amortization of prior service costs and unrecognized losses and credits | — | — | — | — | 3,596 | — | 3,596 |
| Total comprehensive loss | — | — | — | — | — | — | **(20,336)** |
| Issuance of warrants | — | — | 14,100 | — | — | — | **14,100** |
| Dividends | — | — | — | (1,604) | — | — | **(1,604)** |
| **December 31, 2017 Balance** | 9,304 | 2 | 290,125 | 187,999 | 36,870 | (101,006) | **423,294** |
| Exercise of stock options | 46 | — | 2,580 | — | — | (919) | **1,707** |
| Performance awards | — | — | 777 | — | — | — | **777** |
| Non-qualified stock options | — | — | 201 | — | — | — | **201** |
| Restricted stock awards | 69 | — | 4,236 | — | — | (1,508) | **2,797** |
| Net loss | — | — | — | (43,922) | — | — | (43,922) |
| Foreign currency translation adjustments | — | — | — | — | (30,858) | — | (30,858) |
| Unrealized loss on cash flow hedges | — | — | — | — | 1,832 | — | 1,832 |
| Defined benefit plans: | | | | | | | |
| Amortization of prior service costs and unrecognized losses and credits | — | — | — | — | 4,949 | — | 4,949 |
| Total comprehensive loss | — | — | — | — | — | — | **(67,999)** |
| Dividends | — | — | — | (1,630) | — | — | **(1,630)** |
| **December 31, 2018 Balance** | 9,419 | 2 | 297,919 | 142,447 | 12,793 | (103,433) | **359,147** |
| Performance awards | 29 | — | 4,370 | — | — | (348) | **4,051** |
| Non-qualified stock options | — | — | 1,939 | — | — | — | **1,939** |
| Restricted stock awards | 140 | — | 4,632 | — | — | (546) | **4,226** |
| Net loss | — | — | — | (53,327) | — | — | (53,327) |
| Foreign currency translation adjustments | — | — | — | — | (8,499) | — | (8,499) |
| Unrealized loss on cash flow hedges | — | — | — | — | (570) | — | (570) |
| Defined benefit plans: | | | | | | | |
| Amortization of prior service costs and unrecognized losses and credits | — | — | — | — | (596) | — | (596) |
| Total comprehensive loss | — | — | — | — | — | — | **(62,992)** |
| Convertible debt derivative adjustments | | | (220) | | | | **(220)** |
| Exchange of convertible notes | | | 4,010 | | | | **4,010** |
| Dividends | — | — | — | (1,645) | — | — | **(1,645)** |
| **December 31, 2019 Balance** | $ 9,588 | $ 2 | $ 312,650 | $ 87,475 | $ 3,128 | $(104,327) | **$ 308,516** |

See notes to consolidated financial statements.

# Accounting Policies

*Nature of Operations:* Invacare Corporation is a leading manufacturer and distributor of medical equipment used in the home based upon the company's distribution channels, breadth of product line and net sales. The company designs, manufactures and distributes an extensive line of health care products for the non-acute care environment, including the home health care, retail and continuing care markets.

*Principles of Consolidation:* The consolidated financial statements include the accounts of the company and its wholly owned subsidiaries and include all adjustments, which were of a normal recurring nature, necessary to present fairly the financial position of the company as of December 31, 2019 and the results of its operations and changes in its cash flow for the years ended December 31, 2019, 2018 and 2017, respectively. Certain foreign subsidiaries, represented by the European segment, are consolidated using a November 30 fiscal year end to meet filing deadlines. No material subsequent events have occurred related to the European segment, which would require disclosure or adjustment to the company's financial statements. All significant intercompany transactions are eliminated.

*Use of Estimates:* The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates.

*Cash and Cash Equivalents*: The company's policy is to treat investments that are readily convertible to cash and with maturities so near that there is little risk of changes in value due to changes in interest rates as cash and cash equivalents. Cash and cash equivalents are carried at cost, which approximates fair value.

*Accounts Receivable:* The company records accounts receivable when control of the product or service transfers to its unaffiliated customers, risk of loss is passed and title is transferred. The estimated allowance for uncollectible amounts is based primarily on management's evaluation of the financial condition of specific customers. The company records accounts receivable reserves for amounts that may become uncollectible in the future. The company writes off accounts receivable when it becomes apparent, based upon customer circumstances, that such amounts will not be collected and legal remedies are exhausted.

Reserves for customer bonus and cash discounts are recorded as a reduction in revenue and netted against gross accounts receivable. Customer rebates in excess of a given customer's accounts receivable balance are classified in Accrued Expenses. Customer rebates and cash discounts are estimated based on the most likely amount principal as well as historical experience and anticipated performance. In addition, customers have the right to return product within the company's normal terms policy, and as such the company estimates the expected returns based on an analysis of historical experience and adjusts revenue accordingly.

*Inventories:* Inventories are stated at the lower of cost or net realizable value with cost determined by the first-in, first-out method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Finished goods and work in process inventories include material, labor and manufacturing overhead costs. Inventories have been reduced by an allowance for excess and obsolete inventories. The estimated allowance is based on management's review of inventories on hand compared to estimated future usage and sales.

*Property and Equipment:* Property and equipment are stated based on cost. The company principally uses the straight-line method of depreciation for financial reporting purposes based on annual rates sufficient to amortize the cost of the assets over their estimated useful lives. Machinery and equipment as well as furniture and fixtures are generally depreciated using lives of 3 to 10 years, while buildings and improvements are depreciated using lives of 5 to 40 years. Accelerated methods of depreciation are used for federal income tax purposes. Expenditures for maintenance and repairs are charged to expense as incurred. Amortization of assets under capital leases is included in depreciation expense.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An asset would be considered impaired when the future net undiscounted cash flows generated by the asset are less than its carrying value. An impairment loss would be recognized based on the amount by which the carrying value of the asset exceeds its fair value.

*Goodwill and Other Intangibles:* In accordance with *Intangibles—Goodwill and Other*, ASC 350, goodwill and indefinite lived intangibles are subject to annual impairment testing. For purposes of the goodwill impairment test, the fair value of each reporting unit is estimated using an income approach by forecasting cash flows and discounting those cash flows using appropriate discount rates as well as considering market and cost approaches as appropriate. The fair values are then compared to the carrying value of the net assets of each reporting unit. Intangibles assets are also

reviewed for impairment by estimating forecasted cash flows and discounting those cash flows as needed to calculate impairment amounts. During 2019 and 2018, the company recognized an intangible impairment charge of $587,000 and $583,000 respectively, related to an indefinite-lived trademark recorded in the Institutional Products Group reporting unit.

*Accrued Warranty Cost:* Generally, the company's products are covered by assurance-type warranties against defects in material and workmanship for various periods depending on the product from the date of sale to the customer. Certain components carry a lifetime warranty. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. A provision for estimated warranty cost is recorded at the time of sale based upon actual experience. The company continuously assesses the adequacy of its product warranty accrual and makes adjustments as needed. Historical analysis is primarily used to determine the company's warranty reserves. Claims history is reviewed and provisions are adjusted as needed. However, the company does consider other events, such as a product recall, which could necessitate additional warranty reserve provisions. See Accrued Expenses in the Notes to the Consolidated Financial Statements for a reconciliation of the changes in the warranty accrual.

*Product Liability Cost:* The company is self-insured in North America for product liability exposures through its captive insurance company, Invatection Insurance Company, which currently has a policy year that runs from September 1 to August 31 and insures annual policy losses up to $10,000,000 per occurrence and $13,000,000 in the aggregate. The company also has additional layers of external insurance coverage, related to all lines of insurance coverage, insuring up to $75,000,000 in aggregate losses per policy year arising from individual claims anywhere in the world that exceed the captive insurance company policy limits or the limits of the company's per country foreign liability limits, as applicable. There can be no assurance that Invacare's current insurance levels will continue to be adequate or available at affordable rates.

Product liability reserves are recorded for individual claims based upon historical experience, industry expertise and other indicators. Additional reserves, in excess of the specific individual case reserves, are provided for incurred but not reported claims based upon actuarial valuations at the time such valuations are conducted. Historical claims experience and other assumptions are taken into consideration by the company in estimating the ultimate reserves. For example, the actuarial analysis assumes that historical loss experience is an indicator of future experience, that the distribution of exposures by geographic area and nature of operations for ongoing operations is expected to be very similar to historical operations with no dramatic changes and that the government indices used to trend losses and exposures are appropriate. Estimates made are adjusted on a regular basis and can be impacted by actual loss awards and settlements on claims. While actuarial analysis is used to help determine adequate reserves, the company is responsible for the determination and recording of adequate reserves in accordance with accepted loss reserving standards and practices.

*Revenue Recognition:* The company recognizes revenues when control of the product or service is transferred to unaffiliated customers. *Revenues from Contracts with Customers*, ASC 606, provides guidance on the application of generally accepted accounting principles to revenue recognition issues. The company has concluded that its revenue recognition policy is appropriate and in accordance with GAAP under ASC 606.

All of the company's product-related contracts, and a portion related to services, have a single performance obligation, which is the promise to transfer an individual good or service, with revenue recognized at a point in time. Certain service-related contracts contain multiple performance obligations that require the company to allocate the transaction price to each performance obligation. For such contracts, the company allocates revenue to each performance obligation based on its relative standalone selling price at inception of the contract. The company determined the standalone selling price based on the expected cost-plus margin methodology. Revenue related to the service contracts with multiple performance obligations is recognized over time. To the extent performance obligations are satisfied over time, the company defers revenue recognition until the performance obligations are satisfied.

The determination of when and how much revenue to recognize can require the use of significant judgment. Revenue is recognized when obligations under the terms of a contract with the customer are satisfied; generally, this occurs with the transfer of control of the company's products and services to the customer.

Revenue is measured as the amount of consideration expected to be received in exchange for transferring the product or providing services. The amount of consideration received and recognized as revenue by the company can vary as a result of variable consideration terms included in the contracts such as customer rebates, cash discounts and return policies. Customer rebates and cash discounts are estimated based on the most likely amount principle and these estimates are based on historical experience and anticipated performance. Customers have the right to return product within the company's normal terms policy, and as such, the company estimates the expected returns based on an analysis of historical experience. The company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration the company expects to receive changes or

when the consideration becomes fixed. The company generally does not expect that there will be significant changes to its estimates of variable consideration (see Receivables in the Notes to the Consolidated Financial Statements include elsewhere in this report).

Depending on the terms of the contract, the company may defer recognizing a portion of the revenue at the end of a given period as the result of title transfer terms that are based upon delivery and or acceptance which align with transfer of control of the company's products to its customers.

Sales are made only to customers with whom the company believes collection is reasonably assured based upon a credit analysis, which may include obtaining a credit application, a signed security agreement, personal guarantee and/or a cross corporate guarantee depending on the credit history of the customer. Credit lines are established for new customers after an evaluation of their credit report and/or other relevant financial information. Existing credit lines are regularly reviewed and adjusted with consideration given to any outstanding past due amounts.

The company records distributed product sales gross as a principal since the company takes title to the products and has the risks of loss for collections, delivery and returns. The company's payment terms are for relatively short periods and thus do not contain any element of financing. Additionally, no contract costs are incurred that would require capitalization and amortization.

Sales, value-added, and other taxes the company collects concurrent with revenue producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. Shipping and handling costs are included in cost of products sold.

The majority of the company's warranties are considered assurance-type warranties and continue to be recognized as expense when the products are sold (see Current Liabilities in the Notes to the Consolidated Financial Statements include elsewhere in this report). These warranties cover against defects in material and workmanship for various periods depending on the product from the date of sale to the customer. Certain components carry a lifetime warranty. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. A provision for estimated warranty cost is recorded at the time of sale based upon actual experience. The company continuously assesses the adequacy of its product warranty accruals and makes adjustments as needed. Historical analysis is primarily used to determine the company's warranty reserves. Claims history is reviewed and provisions are adjusted as needed. However, the company does consider other events, such as a product recall, which could require additional warranty reserve provisions. See Accrued Expenses in the Notes to the Consolidated Financial Statements for a reconciliation of the changes in the warranty accrual. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. The company has established procedures to appropriately defer such revenue.

*Research and Development:* Research and development costs are expensed as incurred and included in cost of products sold. The company's annual expenditures for product development and engineering were approximately $15,836,000, $17,377,000 and $17,796,000 for 2019, 2018 and 2017, respectively.

*Advertising:* Advertising costs are expensed as incurred and included in selling, general and administrative expenses. Advertising expenses amounted to $7,871,000, and $10,109,000 $10,463,000 for 2019, 2018 and 2017, respectively, the majority of which is incurred for advertising in the United States and Europe.

*Income Taxes:* The company uses the liability method in measuring the provision for income taxes and recognizing deferred tax assets and liabilities on the balance sheet. The liability method requires that deferred income taxes reflect the tax consequences of currently enacted rates for differences between the tax and financial reporting bases of assets and liabilities.

*Value Added Taxes:* The company operates internationally and is required to comply with value added tax (VAT) or goods and service tax (GST) regulations, particularly in Europe and Asia Pacific. VAT and GST are taxes on consumption in which the company pays tax on its purchases of goods and services and charges customers on the sale of product. The difference between billings to customers and payments on purchases is then remitted or received from the government as filings are due. The company records tax assets and liabilities related to these taxes and the balances in these accounts can vary significantly from period to period based on the timing of the underlying transactions.

*Derivative Instruments: Derivatives and Hedging,* ASC 815, requires companies to recognize all derivative instruments in the consolidated balance sheet as either assets or liabilities at fair value. The accounting for changes in fair value of a derivative is dependent upon whether or not the derivative has been designated and qualifies for hedge accounting treatment and the type of hedging relationship. For derivatives designated and qualifying as hedging instruments, the company must designate the hedging instrument, based upon the exposure being hedged, as a fair

value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

A majority of the company's derivative instruments are designated and qualify as cash flow hedges. Accordingly, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the fair value of the hedged item, if any, is recognized in current earnings during the period of change.

In 2016, the company issued $150,000,000 aggregate principal amount of 5.00% Convertible Senior Notes due 2021 and, in the second quarter of 2017, issued $120,000,000 aggregate principal amount of 4.50% Convertible Senior Notes due 2022 (the "notes"). In connection with the offering of the notes, the company entered into privately negotiated convertible note hedge transactions with certain financial institutions (the "option counterparties"). The convertible debt conversion liabilities and the convertible note hedges were accounted for as derivatives that were fair valued quarterly until the company obtained shareholder approval on May 16, 2019 to settle its convertible debt using cash or shares, which resulted in no longer accounting for the conversion liabilities and note hedges as derivatives. The fair value of the convertible debt conversion liabilities and the convertible note hedge assets were estimated using a lattice model incorporating the terms and conditions of the notes and considering, for example, changes in the prices of the company's common stock, company stock price volatility, risk-free rates and changes in market rates. The valuations were, among other things, subject to changes in both the company's credit worthiness and the counter-parties to the instruments as well as change in general market conditions. The change in the fair value of the convertible note hedges and convertible debt conversion liabilities were recognized in net income (loss) for the respective period.

*Foreign Currency Translation:* The functional currency of the company's subsidiaries outside the United States is the applicable local currency. The assets and liabilities of the company's foreign subsidiaries are translated into U.S. dollars at year-end exchange rates. Revenues and expenses are translated at monthly average exchange rates. Gains and losses resulting from translation of balance sheet items are included in accumulated other comprehensive earnings.

*Net Earnings Per Share:* Basic earnings per share are computed based on the weighted-average number of Common Shares and Class B Common Shares outstanding during the year. Diluted earnings per share are computed based on the weighted-average number of Common Shares and Class B Common Shares outstanding plus the effects of dilutive stock options and awards outstanding during the year. For periods in which there was a net loss, loss per share assuming dilution utilized weighted average shares-basic.

*Defined Benefit Plans:* The company's benefit plans are accounted for in accordance with *Compensation-Retirement Benefits*, ASC 715 which requires plan sponsors to recognize the funded status of their defined benefit postretirement benefit plans in the consolidated balance sheet, measure the fair value of plan assets and benefit obligations as of the balance sheet date and to recognize changes in that funded status in the year in which the changes occur through comprehensive income.

*Reclassifications:* Finance lease assets and related long-term liabilities have been reclassified from Property and Equipment, net and Long-Term Debt, respectively, to Finance lease assets, net and Long-term Obligations - Financing Leases, respectively, in the Consolidated Balance sheet as of December 31, 2018 to conform with the presentation for 2019.

In the first quarter of 2019, the company reassessed the alignment of its reporting segments and combined the former North America/Home Medical Equipment (NA/HME) and Institutional Products Group (IPG) segments into a single operating segment, referred to as North America. This change better reflects how the company manages, allocates resources and assesses performance of the businesses contained in the North America Segment. Additionally, the company reassessed the activity of the businesses in it former Asia Pacific segment and began reporting the Asia Pacific businesses as part of All Other segment, since those businesses, individually and collectively, are not large enough relative to the company's overall business to merit disclosure as a separate reporting segment. The company believes that these changes provide improved transparency of the company's business results to its shareholders, and are better aligned with how the company manages its businesses. Segment results for 2018 have been reclassified to reflect the realignment of the company's reporting segments and be comparable to the segment results for 2019.

*Recent Accounting Pronouncements (Already Adopted):* In February 2016, the FASB issued ASU 2016-02, "Leases." ASU 2016-02 requires lessees to put most leases on their balance sheet while recognizing expense in a manner similar to existing accounting. The new accounting guidance was effective for fiscal periods beginning after December 15, 2018 and early adoption was permitted. The company adopted ASU 2016-02, effective on January 1, 2019, using the optional transitional method in which periods prior to 2019 were not restated. The company elected to apply the package of practical expedients in which lease identification, classification and treatment of initial direct costs was retained, and recognized right of use lease assets and liabilities for all leases with a lease term of greater than a

year. The company completed an assessment of its systems, data and processes related to implementing the standard and completed its information system design and solution development as well as the development of related internal controls. As a result of adoption of this standard, the company recorded $23,420,000 in operating lease right of use assets offset by lease liabilities on the company's consolidated balance sheets. The standard did not have a material impact on the company's results of operations or cash flows.

In February 2018, the FASB issued ASU No. 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects From Accumulated Other Comprehensive Income,” which allows reclassification of certain tax effects created as a result of changing methodologies, laws and tax rates legislated in the Tax Cuts and Jobs Act of 2017 (the Act). This new standard allows for stranded income tax effects resulting from the Act to be reclassified into retained earnings to allow for their tax effect to reflect the appropriate tax rate. Due to the full valuation allowance on our U.S. net deferred tax assets, a reclassification of stranded tax effects to retained earnings was not required.

In July 2015, the FASB issued ASU 2015-11, “Inventory (Topic 330): Simplifying the Measurement of Inventory,” to simplify the subsequent measurement of inventory. With effectiveness of this update, entities are required to subsequently measure inventory at the lower of cost or net realizable value rather than at the lower of cost or market. The company adopted ASU 2015-11, effective January 1, 2017, which did not have a material impact on the company's financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." ASU 2014-09 requires a company to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. The guidance requires five steps to be applied: 1) identify the contract(s) with customers, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligation in the contract and 5) recognize revenue when (or as) the entity satisfies a performance obligation. The guidance also requires both quantitative and qualitative disclosures, which are more comprehensive than existing revenue standards. The disclosures are intended to enable financial statement users to understand the nature, timing and uncertainty of revenue and the related cash flow.

Effective January 1, 2018, the company adopted the new accounting standard, and all the related amendments, on a modified retrospective basis, with no cumulative effect adjustment to equity needed. Upon adoption, the standard did not have a material impact on the company's results of operations or cash flows nor does the company expect it to have a material impact on future periods. Pursuant to ASU 2014-09, revenues are recognized as control transfers to the customers, which is consistent with the prior revenue recognition model and the prior accounting for the vast majority of the company's contracts. While the company does have a minor amount of service business for which revenue is recognized over time as compared to a point in time, the company's process to estimate the amount of revenue to be recognized did not change as a result of the implementation of the new standard.

*Recent Accounting Pronouncements (Not Yet Adopted):*

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Statements." ASU 2016-13 requires a new credit loss standard for most financial assets and certain other instruments. For example, entities will be required to use an "expected loss" model that will generally require earlier recognition of allowances for losses for trade receivables. The standard also requires additional disclosures, including disclosures regarding how an entity tracks credit quality. The amendments in the pronouncement are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Entities could early adopt the amendments as of fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The company has established procedures and controls to implement the new standard and anticipates the adoption of ASU 2016-13 will not have a material impact on the company's financial statements.

In January 2017, the FASB issued ASU 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment". The guidance in ASU 2017-04 eliminates the requirement to determine the fair value of individual assets and liabilities of a reporting unit to measure goodwill impairment. Under the amendments in the new ASU, goodwill impairment testing will be performed by comparing the fair value of the reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value. The new standard is effective for annual and interim goodwill impairment tests in fiscal years beginning after December 15, 2019, and should be applied on a prospective basis. Early adoption is permitted for annual or interim goodwill impairment testing performed after January 1, 2017. The company is currently reviewing the impact of the adoption of ASU 2017-04 but does not expect the adoption to impact the company's financial statements.

# Divested Businesses

## Operations Held for Sale

Prior to 2019, the company had recorded expenses related to the sale of operations held for sale of $2,892,000 of which $2,377,000 has been paid out as of December 31, 2019.

## Discontinued Operations

From 2012 through 2014, the company sold three businesses which were classified as discontinued operations. Prior to 2019, the company had recorded cumulative expenses related to the sale of discontinued operations totaling $8,801,000, of which $8,405,000 were paid as of December 31, 2019.

# Current Assets

## Receivables

Receivables as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Accounts receivable, gross | $ 141,732 | $ 146,482 |
| Customer rebate reserve | (13,922) | (15,452) |
| Allowance for doubtful accounts | (4,804) | (5,268) |
| Cash discount reserves | (5,326) | (4,777) |
| Other, principally returns and allowances reserves | (1,011) | (1,242) |
| Accounts receivable, net | $ 116,669 | $ 119,743 |

Reserves for customer rebates and cash discounts are recorded as a reduction in revenue and netted against gross accounts receivable. Customer rebates in excess of a given customer's accounts receivable balance are classified in Accrued Expenses. Customer rebates and cash discounts are estimated based on the most likely amount principal as well as historical experience and anticipated performance. In addition, customers have the right to return product within the company's normal terms policy, and as such the company estimates the expected returns based on an analysis of historical experience and adjusts revenue accordingly.

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. Substantially all the company's receivables are due from health care, medical equipment providers and long-term care facilities located throughout the United States, Australia, Canada, New Zealand, China and Europe. A significant portion of products sold to providers, both foreign and domestic, are ultimately funded through government reimbursement programs such as Medicare and Medicaid in the U.S. As a consequence, changes in these programs can have an adverse impact on dealer liquidity and profitability.

The estimated allowance for uncollectible amounts is based primarily on management's evaluation of the financial condition of specific customers. In addition, as a result of the company's financing arrangement with DLL, a third-party financing company which the company has worked with since 2000, management monitors the collection status of these contracts in accordance with the company's limited recourse obligations and provides amounts necessary for estimated losses in the allowance for doubtful accounts and establishes reserves for specific customers as needed. The company writes off uncollectible trade accounts receivable after such receivables are moved to collection status and legal remedies are exhausted. See Concentration of Credit Risk in the Notes to the Consolidated Financial Statements for a description of the financing arrangement. Long-term installment receivables are included in “Other Assets” on the consolidated balance sheet.

The company's U.S. customers electing to finance their purchases can do so using DLL. In addition, the company often provides financing directly for its Canadian customers for which DLL is not an option, as DLL typically provides financing to Canadian customers only on a limited basis. The installment receivables recorded on the books of the company represent a single portfolio segment of finance receivables to the independent provider channel and long-term care customers. The portfolio segment comprises two classes of receivables distinguished by geography and credit quality. The U.S. installment receivables are the first class and represent installment receivables re-purchased from DLL because the customers were in default. Default with DLL is defined as a customer being delinquent by three payments. The Canadian installment receivables represent the second class of installment receivables which were originally financed by the company because third party financing was not available to the HME providers. The Canadian installment receivables are typically financed for twelve months and historically have had a very low risk of default.

The estimated allowance for uncollectible amounts and evaluation for impairment for both classes of installment receivables is based on the company's quarterly review of the financial condition of each individual customer with the allowance for doubtful accounts adjusted accordingly. Installments are individually and not collectively reviewed for impairment. The company assesses the bad debt reserve levels based upon the status of the customer's adherence to a legally negotiated payment schedule and the company's ability to enforce judgments, liens, etc.

For purposes of granting or extending credit, the company utilizes a scoring model to generate a composite score that considers each customer's consumer credit score and/or D&B credit rating, payment history, security collateral and time in business. Additional analysis is performed for most customers desiring credit greater than $250,000, which generally includes a detailed review of the customer's financials as well as consideration of other factors such as exposure to changing reimbursement laws.

Interest income is recognized on installment receivables based on the terms of the installment agreements. Installment accounts are monitored and if a customer defaults on payments and is moved to collection, interest income is no longer recognized. Subsequent payments received once an account is put on non-accrual status are generally first applied to the principal balance and then to the interest. Accruing of interest on collection accounts would only be restarted if the account became current again.

All installment accounts are accounted for using the same methodology regardless of the duration of the installment agreements. When an account is placed in collection status, the company goes through a legal process for pursuing collection of outstanding amounts, the length of which typically approximates eighteen months. Any write-offs are made after the legal process has been completed. The company has not made any changes to either its accounting policies or methodology to estimate allowances for doubtful accounts in the last twelve months.

Installment receivables as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | | | 2018 | | |
|---|---|---|---|---|---|---|
| | Current | Long-Term | Total | Current | Long-Term | Total |
| Installment receivables | $ 1,192 | $ 1,257 | $ 2,449 | $ 1,986 | $ 1,374 | $ 3,360 |
| Less: Unearned interest | (22) | — | (22) | (22) | — | (22) |
| | 1,170 | 1,257 | 2,427 | 1,964 | 1,374 | 3,338 |
| Allowance for doubtful accounts | (434) | (1,080) | (1,514) | (390) | (1,152) | (1,542) |
| | $ 736 | $ 177 | $ 913 | $ 1,574 | $ 222 | $ 1,796 |

Installment receivables purchased from DLL during the twelve months ended December 31, 2019 increased the gross installment receivables balance by $89,000 during the year compared to $1,295,000 in 2018. No sales of installment receivables were made by the company during the year.

The movement in the installment receivables allowance for doubtful accounts was as follows (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Balance as of beginning of period | $ 1,542 | $ 2,644 |
| Current period provision | 479 | 550 |
| Direct write-offs charged against the allowance | (507) | (1,652) |
| Balance as of end of period | $ 1,514 | $ 1,542 |

Installment receivables by class as of December 31, 2019 consist of the following (in thousands):

| | Total Installment Receivables | Unpaid Principal Balance | Related Allowance for Doubtful Accounts | Interest Income Recognized |
|---|---|---|---|---|
| U.S. | | | | |
| Impaired installment receivables with a related allowance recorded | $ 1,762 | $ 1,762 | $ 1,497 | $ — |
| Canada | | | | |
| Non-impaired installment receivables with no related allowance recorded | 670 | 648 | — | 92 |
| Impaired installment receivables with a related allowance recorded | 17 | 17 | 17 | — |
| Total Canadian installment receivables | 687 | 665 | 17 | 92 |
| Total | | | | |
| Non-impaired installment receivables with no related allowance recorded | 670 | 648 | — | 92 |
| Impaired installment receivables with a related allowance recorded | 1,779 | 1,779 | 1,514 | — |
| Total installment receivables | $ 2,449 | $ 2,427 | $ 1,514 | $ 92 |

Installment receivables by class as of December 31, 2018 consist of the following (in thousands):

| | Total Installment Receivables | Unpaid Principal Balance | Related Allowance for Doubtful Accounts | Interest Income Recognized |
|---|---|---|---|---|
| U.S. | | | | |
| Impaired installment receivables with a related allowance recorded | $ 2,669 | $ 2,669 | $ 1,540 | $ — |
| Canada | | | | |
| Non-impaired installment receivables with no related allowance recorded | 689 | 667 | — | 127 |
| Impaired installment receivables with a related allowance recorded | 2 | 2 | 2 | — |
| Total Canadian installment receivables | 691 | 669 | 2 | 127 |
| Total | | | | |
| Non-impaired installment receivables with no related allowance recorded | 689 | 667 | — | 127 |
| Impaired installment receivables with a related allowance recorded | 2,671 | 2,671 | 1,542 | — |
| Total installment receivables | $ 3,360 | $ 3,338 | $ 1,542 | $ 127 |

Installment receivables with a related allowance recorded as noted in the table above represent those installment receivables on a non-accrual basis in accordance with ASU 2010-20. As of December 31, 2019, the company had no U.S. installment receivables past due of 90 days or more for which the company is still accruing interest. Individually, all U.S. installment receivables are assigned a specific allowance for doubtful accounts based on management's review when the company does not expect to receive both the contractual principal and interest payments as specified in the loan agreement. In Canada, the company had an immaterial amount of installment receivables which were past due of 90 days or more as of December 31, 2019 and December 31, 2018 for which the company is still accruing interest.

The aging of the company's installment receivables was as follows as of December 31, 2019 and 2018 (in thousands):

| | December 31, 2019 | | | December 31, 2018 | | |
|---|---|---|---|---|---|---|
| | Total | U.S. | Canada | Total | U.S. | Canada |
| Current | $ 659 | $ — | $ 659 | $ 663 | $ — | $ 663 |
| 0-30 days past due | 2 | — | 2 | 11 | — | 11 |
| 31-60 days past due | 4 | — | 4 | 10 | — | 10 |
| 61-90 days past due | — | — | — | 6 | — | 6 |
| 90+ days past due | 1,784 | 1,762 | 22 | 2,670 | 2,669 | 1 |
| | $ 2,449 | $ 1,762 | $ 687 | $ 3,360 | $ 2,669 | $ 691 |

## Inventories

Inventories as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Finished goods | $ 54,064 | $ 62,766 |
| Raw materials | 54,638 | 55,120 |
| Work in process | 11,798 | 10,237 |
| Inventories, net | $ 120,500 | $ 128,123 |

## Other Current Assets

Other current assets as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Tax receivables principally value added taxes | $ 16,049 | $ 16,372 |
| Receivable due from information technology provider | 6,262 | — |
| Prepaid insurance | 2,918 | 2,626 |
| Service contracts | 2,013 | 2,201 |
| Prepaid social charges | 1,216 | — |
| Derivatives (foreign currency forward contracts) | 838 | 1,020 |
| Prepaid inventory | 684 | 521 |
| Recoverable income taxes | 297 | 787 |
| Prepaid debt fees | 207 | 395 |
| Prepaid and other current assets | 7,425 | 7,141 |
| Other Current Assets | $ 37,909 | $ 31,063 |

In the fourth quarter of 2019, the company entered into an agreement with to outsource substantially all of the company's information technology ("IT") business service activities, including, among other things, support, rationalization and upgrading of the company's legacy information technology systems and implementation of a global enterprise resource planning system. The agreement provides for reimbursement by the IT provider of IT expenses incurred by the company which are shown as Receivable due from IT provider above. The amount of pass through charges will diminish as IT expenses are recorded directly by the IT provider. In addition, a corresponding current payable is due to the IT provider. See "Accrued Expenses" in the notes to the Consolidated Financial Statements included elsewhere in this report.

Regarding prepaid social charges, the company was in a liability position as of December 31, 2018.

# Long-Term Assets

## Other Long-Term Assets

Other long-term assets as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Convertible 2021 note hedge asset | $ — | $ 1,028 |
| Convertible 2022 note hedge asset | — | 2,062 |
| Cash surrender value of life insurance policies | 2,124 | 1,948 |
| Deferred financing fees | 602 | 402 |
| Investments | 85 | 90 |
| Long-term installment receivables | 177 | 222 |
| Long-term deferred taxes | 928 | 352 |
| Other | 300 | 256 |
| Other Long-Term Assets | $ 4,216 | $ 6,360 |

As part of issuing convertible notes, the company entered into related convertible note hedge derivatives which were included in Other Long-Term Assets, the value of which was adjusted quarterly to reflect fair value. On May 16, 2019, the company received shareholder approval authorizing it to elect to settle future conversions of convertible notes in common shares. As a result of the shareholder approval, the note hedge assets and conversion liabilities may no longer be bifurcated and accounted for as separate derivatives and thus they are no longer accounted for by the company as separate long-term assets.

See "Long-Term Debt" in the notes to the Consolidated Financial Statements included elsewhere in this report for more detail regarding the company's issuance of convertible notes and the related convertible note hedge derivatives.

## Property and Equipment

Property and equipment as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Machinery and equipment | $ 296,078 | $ 301,039 |
| Land, buildings and improvements | 33,054 | 37,606 |
| Furniture and fixtures | 9,898 | 9,898 |
| Leasehold improvements | 9,023 | 8,847 |
| Capitalized software | 3,509 | — |
| Property and Equipment, gross | 351,562 | 357,390 |
| Less allowance for depreciation | (304,955) | (311,406) |
| Property and Equipment, net | $ 46,607 | $ 45,984 |

Machinery and equipment includes demonstration units placed in provider locations which are depreciated to their estimated recoverable values over their estimated useful lives. In the fourth quarter of 2019, the company initiated the first stage of an Enterprise Resource Planning ("ERP") software implementation. As a result of the initiation of the ERP project, the company capitalized certain costs in accordance with ASC 350 as shown in capitalized software above. In the third quarter of 2018, the company agreed to sell its Isny, Germany location with a net book value at the signing of the agreement of approximately $2,900,000, which is included in Land, buildings and improvements in the table above. In accordance with the agreement, control will not transfer to the buyer until April 2020; however, the company received an advance payment of $3,524,000 representing a majority of the proceeds to be received, which is reflected in the investing section of the Consolidated Statement of Cash Flows and classified in Accrued Expenses in the Consolidated Balance Sheets. The company will continue to depreciate the building and expects to record a gain on the transaction when completed in 2020.

## Lease Assets

In the first quarter of 2019, the company recorded operating lease assets as a result of the adoption of ASU 2016-02. The company's operating lease assets, and financing lease asset, have been separately disclosed on the Consolidate Balance Sheets. Finance lease assets have been reclassified from Property and Equipment, net to Finance Lease Assets in the Consolidated Balance Sheets as of December 31, 2018 to conform with the presentation for 2019.

## Goodwill

The carrying amount of goodwill by reporting unit is as follows (in thousands):

| | Institutional Products Group | Europe | Consolidated |
|---|---|---|---|
| Balance at December 31, 2017 | $ 28,730 | $ 372,553 | $ 401,283 |
| Foreign currency translation adjustments | (1,353) | (18,657) | (20,010) |
| Balance at December 31, 2018 | 27,377 | 353,896 | 381,273 |
| Foreign currency translation adjustments | 785 | (8,655) | (7,870) |
| Balance at December 31, 2019 | $ 28,162 | $ 345,241 | $ 373,403 |

In accordance with *Intangibles—Goodwill and Other*, ASC 350, goodwill is reviewed for impairment. The company first estimates the fair value of each reporting unit and compares the calculated fair value to the carrying value of each reporting unit. A reporting unit is defined as an operating segment or one level below. The company has determined that its reporting units are North America / HME, Europe, Institutional Products Group and Asia Pacific.

The company completes its annual impairment tests in the fourth quarter of each year or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. To estimate the fair values of the reporting units, the company utilizes a discounted cash flow method model in which the company forecasts income statement and balance sheet amounts based on assumptions regarding future sales growth, profitability, inventory turns, days' sales outstanding, etc. to forecast future cash flows. The cash flows are discounted using a weighted average cost of capital discount rate where the cost of debt is based on quoted rates for 20-year debt of potential acquirer companies of similar credit risk and the cost of equity is based upon the 20-year treasury rate for the risk-free rate, a market risk premium, the industry average beta and a small cap stock adjustment. The discount rates used have a significant impact upon the discounted cash flow methodology utilized in the company's annual impairment testing as higher discount rates decrease the fair value estimates. The assumptions used are based on a market participant's point of view and yielded a discount rate of 11.88% in 2019 for the company's annual impairment analysis for the reporting units with goodwill compared to 12.41% in 2018 and 9.07% in 2017.

The company also utilizes an Enterprise Value (EV) to Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) Method to compute the fair value of its reporting units which considers potential acquirers and their EV to EBITDA multiples adjusted by an estimated premium. While more weight is given to the discounted cash flow method, the EV to EBITDA Method does provide corroborative evidence of the reasonableness of the discounted cash flow method results.

While there was no indication of impairment in 2019 related to goodwill for the Europe or Institutional Products Group reporting units, a future potential impairment is possible for these reporting units should actual results differ materially from forecasted results used in the valuation analysis. Furthermore, the company's annual valuation of goodwill can differ materially if the market inputs used to determine the discount rate change significantly. For instance, higher interest rates or greater stock price volatility would increase the discount rate and thus increase the chance of impairment. In consideration of this potential, the company reviewed the results if the discount rate used were 100 basis points higher for the 2019 impairment analysis and determined that there still would not be an indicator of potential impairment for the Europe or Institutional Products Group reporting units.

As part of the company's review of goodwill for impairment, the company also considers the potential for impairment of any other assets. See Intangibles in the Notes to the Consolidated Financial Statements for a description of any intangible impairments.

The change in goodwill from December 31, 2018 to December 31, 2019 was due to foreign currency translation. As part of the company's realignment of its reportable and operating segments in the first quarter of 2019, the company considered whether the reporting units used for purposes of assessing impairment of goodwill should be changed and concluded that no changes were necessary.

## Intangibles

All the company's intangible assets have been assigned definite lives and continue to be amortized over their useful lives, except for trademarks shown below, which have indefinite lives.

The changes in intangible balances reflected on the balance sheet from December 31, 2018 to December 31, 2019 were the result of foreign currency translation and amortization except for an intangible impairment noted below and the recording of software licenses related to the Company's ERP implementation.

The company's intangibles consist of the following (in thousands):

| | December 31, 2019 | | December 31, 2018 | |
|---|---|---|---|---|
| | Historical Cost | Accumulated Amortization | Historical Cost | Accumulated Amortization |
| Customer lists | $ 51,108 | $ 51,108 | $ 51,828 | $ 50,768 |
| Trademarks | 23,479 | — | 24,385 | — |
| License agreements | 2,884 | 770 | 733 | 733 |
| Developed technology | 7,483 | 6,642 | 7,608 | 6,563 |
| Patents | 5,521 | 5,521 | 5,500 | 5,497 |
| Other | 1,163 | 1,150 | 1,162 | 1,149 |
| Intangibles | $ 91,638 | $ 65,191 | $ 91,216 | $ 64,710 |

Amortization expense related to intangibles was $1,827,000, $2,218,000 and $1,881,000 for 2019, 2018 and 2017, respectively. Estimated amortization expense for each of the next five years is expected to be $399,000 for 2020, $399,000 in 2021, $389,000 in 2022, $389,000 in 2023 and $350,000 in 2024. Amortized intangibles are being amortized on a straight-line basis over remaining lives of 1 to 4 years with most of the intangibles being amortized over an average remaining life of approximately 4 years.

In accordance with ASC 350, *Intangibles—Goodwill and Other*, the company reviews intangibles for impairment. The company's intangible assets consist of intangible assets with defined lives as well as intangible assets with indefinite lives. Defined-lived intangible assets consist principally of customer lists and developed technology. The company's indefinite lived intangible assets consist entirely of trademarks.

The company evaluates the carrying value of definite-lived assets whenever events or circumstances indicate possible impairment. Definite-lived assets are determined to be impaired if the future un-discounted cash flows expected to be generated by the asset are less than the carrying value. Actual impairment amounts for definite-lived assets are then calculated using a discounted cash flow calculation. The company reviews indefinite-lived assets for impairment annually in the fourth quarter of each year and whenever events or circumstances indicate possible impairment. Any impairment amounts for indefinite-lived assets are calculated as the difference between the future discounted cash flows expected to be generated by the asset less than the carrying value for the asset.

During 2019 and 2018, the company recognized an intangible impairment charge in the Institutional Products Group reporting unit, which is part of the North America segment, of $587,000 ($435,000 after-tax) and $583,000 ($431,000 after-tax) respectively, related to a trademark with an indefinite life. The fair value of the trademark was calculated using a relief from royalty payment methodology which requires applying an estimated market royalty rate to forecasted net sales and discounting the resulting cash flows to determine fair value.

# Current Liabilities

## Accrued Expenses

Accrued expenses as of December 31, 2019 and 2018 consisted of accruals for the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Salaries and wages | $ 29,725 | $ 23,289 |
| Taxes other than income taxes, primarily Value Added Taxes | 22,194 | 23,197 |
| Warranty | 11,626 | 16,353 |
| Rebates | 10,743 | 7,966 |
| Severance | 7,023 | 1,657 |
| Professional | 6,869 | 5,888 |
| IT service contracts | 6,125 | — |
| Freight | 3,744 | 3,363 |
| Interest | 3,608 | 3,992 |
| Advance payment on sale of land & buildings | 3,471 | — |
| Deferred revenue | 3,173 | 2,416 |
| Product liability, current portion | 2,736 | 2,728 |
| IT licenses | 2,114 | — |
| Derivatives (foreign currency forward exchange contracts) | 905 | 219 |
| Insurance | 699 | 738 |
| Rent | 415 | 483 |
| Supplemental Executive Retirement Program liability Plan (SERP) | 391 | 391 |
| Other items, principally trade accruals | 5,386 | 7,187 |
| Accrued Expenses | $ 120,947 | $ 99,867 |

Generally, the company's products are covered by warranties against defects in material and workmanship for various periods depending on the product from the date of sales to the customer. Certain components carry a lifetime warranty. A provision for estimated warranty cost is recorded at the time of sale based upon actual experience. In addition, the company has sold extended warranties that, while immaterial, require the company to defer the revenue associated with those warranties until earned. The company has established procedures to appropriate defer such revenue. The company continuously assesses the adequacy of its product warranty accrual and makes adjustments as needed. Historical analysis is primarily used to determine the company's warranty reserves. Claims history is reviewed and provisions are adjusted as needed. However, the company does consider other events, such as a product field action and recalls, which could require additional warranty reserve provision.

Accrued rebates relate to several volume incentive programs the company offers its customers. The company accounts for these rebates as a reduction of revenue when the products are sold. Rebates are netted against gross accounts receivables. If rebates are in excess of such receivables, they are then classified as accrued expenses.

In the fourth quarter of 2019, the company entered into an agreement with an IT provider to outsource substantially all of the company’s information technology business service activities, including, among other things, support, rationalization and upgrading of the company’s legacy information technology systems and implementation of a global enterprise resource planning (“ERP”) system. Accrued expenses related to IT outsourcing are reflected in IT service contracts. Separately, the company entered into licenses for a new ERP system which are shown as IT licenses.

In the third quarter of 2018, the company agreed to sell its Isny, Germany location with a net book value at the signing of the agreement of approximately $2,900,000. In accordance with the agreement, control will not transfer to the buyer until April 2020; however, the company received an advance payment for a portion of the proceeds, as disclosed above. The advance payment was reflected in Other Long-Term Obligations as of December 31, 2018 and in the investing section of the Consolidated Statement of Cash Flows in the third quarter of 2018. The company will continue to record depreciation with respect to the Isny facility until control is transferred and expects to recognized a gain upon closing of the transaction when completed in 2020.

The following is a reconciliation of the changes in accrued warranty costs for the reporting period (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Balance as of January 1 | $ 16,353 | $ 22,468 |
| Warranties provided during the period | 5,504 | 7,106 |
| Settlements made during the period | (10,882) | (13,731) |
| Changes in liability for pre-existing warranties during the period, including expirations | 651 | 510 |
| Balance as of December 31 | $ 11,626 | $ 16,353 |

Warranty reserves are subject to adjustment in future periods as new developments change the company's estimate of the total cost.

# Long-Term Debt

Debt as of December 31, 2019 and 2018 consisted of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Convertible senior notes at 5.00%, due in February 2021 | $ 56,628 | $ 130,260 |
| Convertible senior notes at 4.50%, due in June 2022 | 101,815 | 95,473 |
| Convertible senior notes at 5.00%, due in November 2024 | 60,817 | — |
| Other obligations | 262 | — |
| | 219,522 | 225,733 |
| Less current maturities of long-term debt | (58) | — |
| Long-Term Debt | $ 219,464 | $ 225,733 |

The company had outstanding letters of credit of $8,827,000 and $3,123,000 as of December 31, 2019 and 2018, respectively. There were no borrowings denominated in foreign currencies as of December 31, 2019 or December 31, 2018. For 2019 and 2018, the weighted average interest rate on all borrowings, excluding capital leases, was 4.78% and 4.78%, respectively.

On September 30, 2015, the company entered into an Amended and Restated Revolving Credit and Security Agreement, which was subsequently amended (the "Credit Agreement") and which matures on January 16, 2021. The Credit Agreement was entered into by and among the company, certain of the company's direct and indirect U.S. and Canadian subsidiaries and certain of the company's European subsidiaries (together with the company, the "Borrowers"), certain other of the company's direct and indirect U.S., Canadian and European subsidiaries (the "Guarantors"), and PNC Bank, National Association ("PNC"), JPMorgan Chase Bank, N.A., J.P. Morgan Europe Limited, KeyBank National Association, and Citizens Bank, National Association (the "Lenders"). PNC is the administrative agent (the "Administrative Agent") and J.P. Morgan Europe Limited is the European agent (the "European Agent") under the Credit Agreement. In connection with entering into the company's Credit Agreement, the company incurred fees which were capitalized and are being amortized as interest expense. As of December 31, 2019, debt fees yet to be amortized through January 2021 totaled $809,000.

U.S. and Canadian Borrowers Credit Facility

For the company's U.S. and Canadian Borrowers, the Credit Agreement provides for an asset-based-lending senior secured revolving credit facility which is secured by substantially all the company's U.S. and Canadian assets, other than real estate. The Credit Agreement provides the company and the other Borrowers with a credit facility in an aggregate principal amount of $100,000,000, subject to availability based on a borrowing base formula, under a senior secured revolving credit, letter of credit and swing line loan facility (the "U.S. and Canadian Credit Facility"). Up to $25,000,000 of the U.S. and Canadian Credit Facility will be available for issuance of letters of credit. The aggregate principal amount of the U.S. and Canadian Credit Facility may be increased by up to $25,000,000 to the extent requested by the company and agreed to by any Lender or new financial institution approved by the Administrative Agent.

The aggregate borrowing availability under the U.S. and Canadian Credit Facility is determined based on a borrowing base formula. The aggregate usage under the U.S. and Canadian Credit Facility may not exceed an amount equal to the sum of (a) 85% of eligible U.S. accounts receivable *plus* (b) the lesser of (i) 70% of eligible U.S. inventory and eligible foreign in-transit inventory and (ii) 85% of the net orderly liquidation value of eligible U.S. inventory and eligible foreign in-transit inventory (not to exceed $4,000,000), *plus* (c) the lesser of (i) 85% of the net orderly liquidation value of U.S. eligible machinery and equipment and (ii) $146,000 as of December 31, 2019 (subject to reduction as provided in the Credit Agreement), *plus* (d) 85% of eligible Canadian accounts receivable, *plus* (e) the lesser of (i) 70% of eligible Canadian inventory and (ii) 85% of the net orderly liquidation value of eligible Canadian inventory, *less* (f) swing loans outstanding under the U.S. and Canadian Credit Facility, *less* (g) letters of credit issued and undrawn under the U.S. and Canadian Credit Facility, *less* (h) a $5,000,000 minimum availability reserve, *less* (i) other reserves required by the Administrative Agent, and in each case subject to the definitions and limitations in the Credit Agreement. As of December 31, 2019, the company was in compliance with all covenant requirements and had borrowing capacity on the U.S. and Canadian Credit Facility under the Credit Agreement of $22,603,000, considering the minimum availability reserve, then-outstanding letters of credit, other reserves and the $6,750,000 dominion trigger amount described below. Borrowings under the U.S. and Canadian Credit Facility are secured by substantially all the company's U.S. and Canadian assets, other than real estate.

Interest will accrue on outstanding indebtedness under the Credit Agreement at the LIBOR rate, plus a margin ranging from 2.25% to 2.75%, or at the alternate base rate, plus a margin ranging from 1.25% to 1.75%, as selected by the company. Borrowings under the U.S. and Canadian Credit Facility are subject to commitment fees of 0.25% or 0.375% per year, depending on utilization.

The Credit Agreement contains customary representations, warranties and covenants. Exceptions to the operating covenants in the Credit Agreement provide the company with flexibility to, among other things, enter into or undertake certain sale and leaseback transactions, dispositions of assets, additional credit facilities, sales of receivables, additional indebtedness and intercompany indebtedness, all subject to limitations set forth in the Credit Agreement, as amended. The Credit Agreement also contains a covenant requiring the company to maintain minimum availability under the U.S. and Canadian Credit Facility of not less than the greater of (i) 11.25% of the maximum amount that may be drawn under the U.S. and Canadian Credit Facility for five (5) consecutive business days, or (ii) $5,000,000 on any business day. The company also is subject to dominion triggers under the U.S. and Canadian Credit Facility requiring the company to maintain borrowing capacity of not less than $6,750,000 on any business day or $12,500,000 for five consecutive days in order to avoid triggering full control by an agent for the lenders of the company's cash receipts for application to the company's obligations under the agreement.

The Credit Agreement contains customary default provisions, with certain grace periods and exceptions, which provide for events of default that include, among other things, failure to pay amounts due, breach of covenants, representations or warranties, bankruptcy, the occurrence of a material adverse effect, exclusion from any medical reimbursement program, and an interruption of any material manufacturing facilities for more than 10 consecutive days. There were no borrowings outstanding under the U.S. and Canadian Credit Facility at December 31, 2019.

European Credit Facility

The Credit Agreement also provides for a revolving credit, letter of credit and swing line loan facility which gives the company and European Borrowers the ability to borrow up to an aggregate principal amount of $30,000,000, with a $5,000,000 sublimit for letters of credit and a $2,000,000 sublimit for swing line loans (the "European Credit Facility"). Up to $15,000,000 of the European Credit Facility will be available to each of Invacare Limited (the "UK Borrower") and Invacare Poirier SAS (the "French Borrower" and, together with the UK Borrower, the "European Borrowers"). The European Credit Facility matures in January 2021, together with the U.S. and Canadian Credit Facility.

The aggregate borrowing availability for each European Borrower under the European Credit Facility is determined based on a borrowing base formula. The aggregate borrowings of each of the European Borrowers under the European Credit Facility may not exceed an amount equal to (a) 85% of the European Borrower's eligible accounts receivable, *less* (b) the European Borrower's borrowings and swing line loans outstanding under the European Credit Facility, *less* (c) the European Borrower's letters of credit issued and undrawn under the European Credit Facility, *less* (d) a $3,000,000 minimum availability reserve, *less* (e) other reserves required by the European Agent, and in each case subject to the definitions and limitations in the Credit Agreement. As of December 31, 2019, the aggregate borrowing availability to the European Borrowers under the European Credit Facility was approximately $11,913,000, considering the $3,000,000 minimum availability reserve and a $3,375,000 dominion trigger amount described below.

The aggregate principal amount of the European Credit Facility may be increased by up to $10,000,000 to the extent requested by the company and agreed to by any Lender or Lenders that wish to increase their lending participation or, if not agreed to by any Lender, a new financial institution that agrees to join the European Credit Facility and that is approved by the Administrative Agent and the European Agent.

Interest will accrue on outstanding indebtedness under the European Credit Facility at the overnight LIBOR rate, plus a margin ranging from 2.50% to 3.00%, or for swing line loans, at the overnight LIBOR rate, plus a margin ranging from 2.50% to 3.00%, as selected by the company. The margin will be adjusted quarterly based on utilization. Borrowings under the European Credit Facility are subject to commitment fees of between 0.25% and 0.375% per year, depending on utilization.

The European Credit Facility is secured by substantially all the personal property assets of the UK Borrower and its in-country subsidiaries, and all the receivables of the French Borrower and its in-country subsidiaries. The UK and French facilities (which compose the European Credit Facility) are cross collateralized, and the U.S. personal property assets previously pledged under the U.S. and Canadian Credit Facility also serve as collateral for the European Credit Facility.

The European Credit Facility is subject to customary representations, warranties and covenants generally consistent with those applicable to the U.S. and Canadian Credit Facility. Exceptions to the operating covenants in the Credit Agreement provide the company with flexibility to, among other things, enter into or undertake certain sale/leaseback transactions, dispositions of assets, additional credit facilities, sales of receivables, additional indebtedness and intercompany indebtedness, all subject to limitations set

forth in the Credit Agreement. The Credit Agreement also contains a covenant requiring the European Borrowers to maintain undrawn availability under the European Credit Facility of not less than the greater of (i) 11.25% of the maximum amount that may be drawn under the European Credit Facility for five (5) consecutive business days, or (ii) $3,000,000 on any business day. The European Borrowers also are subject to cash dominion triggers under the European Credit Facility requiring the European Borrower to maintain borrowing capacity of not less than $3,375,000 on any business day or 12.50% of the maximum amount that may be drawn under the European Credit Facility for five (5) consecutive business days in order to avoid triggering full control by an agent for the Lenders of the European Borrower's cash receipts for application to its obligations under the European Credit Facility.

The European Credit Facility is subject to customary default provisions, with certain grace periods and exceptions, consistent with those applicable to the U.S. and Canadian Credit Facility, which provide that events of default include, among other things, failure to pay amounts due, breach of covenants, representations or warranties, cross-default, bankruptcy, the occurrence of a material adverse effect, exclusion from any medical reimbursement program, and an interruption in the operations of any material manufacturing facility for more than 10 consecutive days. There were no borrowings outstanding under the European Credit Facility at December 31, 2019.

Convertible senior notes due 2021

In the first quarter of 2016, the company issued $150,000,000 aggregate principal amount of 5.00% Convertible Senior Notes due 2021 (the "2021 notes") in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The notes bear interest at a rate of 5.00% per year payable semi-annually in arrears on February 15 and August 15 of each year, beginning August 15, 2016. The notes will mature on February 15, 2021, unless repurchased or converted in accordance with their terms prior to such date. Prior to August 15, 2020, the 2021 notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Prior to May 16, 2019, the 2021 notes were convertible, subject to certain conditions, into cash only. On May 16, 2019, the company obtained shareholder approval under applicable New York Stock Exchange rules such that conversion of the 2021 notes may be settled in cash, the company's common shares or a combination of cash and the company's common shares, at the company's election. At December 31, 2019, $61,091,000 aggregate principal amount of the 2021 Notes remained outstanding, following the repurchase and exchange transactions completed in 2019, as further discussed below.

Holders of the 2021 notes may convert their 2021 notes at their option at any time prior to the close of business on the business day immediately preceding August 15, 2020 only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2016 (and only during such fiscal quarter), if the last reported sale price of the company's Common Shares for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price for the 2021 notes on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the "trading price" (as defined in the Indenture) per one thousand U.S. dollar principal amount of 2021 notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of the company's Common Shares and the applicable conversion rate for the 2021 notes on each such trading day; or (3) upon the occurrence of specified corporate events described in the Indenture. On or after August 15, 2020 until the close of business on the second scheduled trading day immediately preceding the maturity of the 2021 Notes, holders may convert their 2021 Notes, at the option of the holder, regardless of the foregoing circumstances.

Holders of the 2021 notes will have the right to require the company to repurchase all or some of their 2021 notes at 100% of their principal, plus any accrued and unpaid interest, upon the occurrence of certain fundamental changes. The initial conversion rate is 60.0492 common shares per $1,000 principal amount of 2021 notes (equivalent to an initial conversion price of approximately $16.65 per common share). Until the company received shareholder approval on May 16, 2019 authorizing it to elect to settle future conversions of the 2021 Notes in common shares, the company separately accounted for the conversion features as a derivative. The derivative was capitalized on the balance sheet as a long-term liability with adjustment to reflect fair value each quarter until the change to the conversion features as a result of the shareholder approval received on May 16, 2019 resulted in the termination of the derivative. The fair value of the convertible debt conversion liability at issuance was $34,480,000. The fair value of the convertible debt conversion liability at December 31, 2019 was $0 compared to $1,458,000 as of December 31, 2018. The company recognized a loss of $2,210,000 in 2019 compared to a gain of $51,696,000 in 2018 related to the convertible debt conversion liability.

In connection with the offering of the 2021 notes, the company entered into privately negotiated convertible note hedge transactions with two financial institutions (the "option counterparties"). These transactions cover, subject to customary anti-dilution adjustments, the number of the company's common shares that will initially underlie the

2021 notes, and are expected generally to reduce the potential equity dilution, and/or offset any cash payments in excess of the principal amount due, as the case may be, upon conversion of the 2021 notes. The company evaluated the note hedges under the applicable accounting literature, including *Derivatives and Hedging*, ASC 815, and determined that the note hedges should be accounted for as derivatives. These derivatives were capitalized on the balance sheet as long-term assets and adjusted to reflect fair value each quarter until no longer accounted for separately as a result of obtaining shareholder approval in May 2019 to settle the Notes with common shares. The fair value of the convertible note hedge assets at issuance was $27,975,000. The fair value of the convertible note hedge asset at December 31, 2019 was $0 compared to $1,028,000 as of December 31, 2018. The company recognized a gain of $2,852,000 in 2019 compared to a loss of $45,887,000 in 2018 related to the convertible note hedge asset.

The company entered into separate, privately negotiated warrant transactions with the option counterparties at a higher strike price relating to the same number of the company's common shares, subject to customary anti-dilution adjustments, pursuant to which the company sold warrants to the option counterparties. The warrants could have a dilutive effect on the company's outstanding common shares and the company's earnings per share to the extent that the price of the company's common shares exceeds the strike price of those warrants. The initial strike price of the warrants is $22.4175 per share and is subject to certain adjustments under the terms of the warrant transactions. The company evaluated the warrants under the applicable accounting literature, including *Derivatives and Hedging*, ASC 815, and determined that the warrants met the definition of a derivative, are indexed to the company's own stock and should be classified in shareholder's equity. The amount paid for the warrants and capitalized in shareholder's equity was $12,376,000.

The net proceeds from the offering of the 2021 notes were approximately $144,034,000, after deducting fees and offering expenses of $5,966,000, which were paid in 2016. These debt issuance costs were capitalized and are being amortized as interest expense through February 2021 unless required to be expensed earlier. In accordance with ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, these debt issuance costs are presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability. Approximately $5,000,000 of the net proceeds from the offering were used to repurchase the company's common shares from purchasers of 2021 notes in the offering in privately negotiated transactions. A portion of the net proceeds from the offering were used to pay the cost of the convertible note hedge transactions (after such cost is partially offset by the proceeds to the company from the warrant transactions), which net cost was $15,600,000.

During the third quarter of 2019, the company used an aggregate of $14,708,000 in cash to repurchase a total amount of $16,000,000 in principal amount of 2021 Notes. After recognizing expenses on unamortized fees and discounts associated with the repurchased 2021 Notes, the repurchases resulted in a net reduction of debt of $14,367,000 and a net loss on the repurchases of $280,000.

During the fourth quarter of 2019, the company entered into separate privately negotiated agreements with certain holders of its 2021 Notes to exchange $72,909,000 in aggregate principal amount of 2021 Notes (the "Exchange Transactions") for aggregate consideration of $72,909,000 in aggregate principal amount of new 5.00% Convertible Senior Exchange Notes due 2024 (the "2024 Notes") of the company and $6,928,000 in cash. See "Convertible senior notes due 2024" below for more information. As a result of the exchange transaction in the fourth quarter of 2019 and the repurchase of $16,000,000 in principal amount of 2021 Notes in the third quarter of 2019, a partial unwind of the note hedge options and warrants entered into with the issuance of the 2021 Notes also occurred during the fourth quarter of 2019. Note hedge options outstanding were reduced from the original number of 300,000 to 138,182 and warrants were reduced from the initial number of 9,007,380 to 3,860,624. The partial unwind of the note hedge options and warrants resulted in no net impact to cash or paid in capital.

The liability components of the 2021 notes consist of the following (in thousands):

| | December 31, 2019 | December 31, 2018 |
|---|---|---|
| Principal amount of liability component | $ 61,091 | $ 150,000 |
| Unamortized discount | (3,916) | (17,193) |
| Debt fees | (547) | (2,547) |
| Net carrying amount of liability component | $ 56,628 | $ 130,260 |

The unamortized discount of $3,916,000 is to be amortized through February 2021. The effective interest rate on the liability component was 11.1%. Non-cash interest expense of $6,672,000 and $6,706,000 was recognized in 2019 and 2018, respectively, in comparison to actual interest expense accrued of $6,803,000 and $7,500,000 in 2019 and 2018, respectively, based on the stated coupon rate of 5.0%. The 2021 notes were not convertible as of December 31, 2019 nor was the applicable conversion threshold met.

Convertible senior notes due 2022

In the second quarter of 2017, the company issued $120,000,000 aggregate principal amount of 4.50% Convertible Senior Notes due 2022 (the "2022 notes") in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The 2022 notes bear

interest at a rate of 4.50% per year payable semi-annually in arrears on June 1 and December 1 of each year, beginning December 1, 2017. The 2022 notes will mature on June 1, 2022, unless repurchased or converted in accordance with their terms prior to such date. Prior to December 1, 2021, the 2022 notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Prior to May 16, 2019, the 2022 notes were convertible, subject to certain conditions, into cash only. On May 16, 2019, the company obtained shareholder approval under applicable New York Stock Exchange rules such that conversion of the 2022 notes may be settled in cash, the company's common shares or a combination of cash and the company's common shares, at the company's election.

Holders of the 2022 notes may convert their 2022 notes at their option at any time prior to the close of business on the business day immediately preceding December 1, 2021 only under the following circumstances: (1) during any fiscal quarter commencing after September 30, 2017 (and only during such fiscal quarter), if the last reported sale price of the company's Common Shares for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price for the 2022 notes on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the "trading price" (as defined in the Indenture) per one thousand U.S. dollar principal amount of 2022 notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of the company's Common Shares and the applicable conversion rate for the 2022 notes on each such trading day; or (3) upon the occurrence of specified corporate events described in the Indenture. On or after December 1, 2021 until the close of business on the second scheduled trading day immediately preceding the maturity of the 2022 Notes, holders may convert their 2022 Notes, at the option of the holder, regardless of the foregoing circumstances.

Holders of the 2022 notes will have the right to require the company to repurchase all or some of their 2022 notes at 100% of their principal, plus any accrued and unpaid interest, upon the occurrence of certain fundamental changes. The initial conversion rate is 61.6095 common shares per $1,000 principal amount of 2022 notes (equivalent to an initial conversion price of approximately $16.23 per common share). Until the company received shareholder approval on May 16, 2019 authorizing it to elect to settle future conversions of the 2022 Notes in common shares, the company separately accounted for the conversion features as a derivative. The derivative was capitalized on the balance sheet as a long-term liability with adjustment to reflect fair value each quarter until the change to the conversion features as a result of the shareholder approval received on May 16, 2019 resulted in the termination of the derivative. The fair value of the convertible debt conversion liability at issuance was $28,859,000. The fair value of the convertible debt conversion liability at December 31, 2019 was $0 compared to $2,611,000 at December 31, 2018. The company recognized a loss of $6,193,000 in 2019 compared to a gain of $50,803,000 in 2018 related to the convertible debt conversion liability.

In connection with the offering of the 2022 notes, the company entered into privately negotiated convertible note hedge transactions with one financial institution (the "option counterparty"). These transactions cover, subject to customary anti-dilution adjustments, the number of the company's common shares that will initially underlie the 2022 notes, and are expected generally to reduce the potential equity dilution, and/or offset any cash payments in excess of the principal amount due, as the case may be, upon conversion of the 2022 notes. The company evaluated the note hedges under the applicable accounting literature, including *Derivatives and Hedging*, ASC 815, and determined that the note hedges should be accounted for as derivatives. These derivatives were capitalized on the balance sheet as long-term assets and will be adjusted to reflect fair value each quarter. The fair value of the convertible note hedge assets at issuance was $24,780,000. The fair value of the convertible note hedge assets at December 31, 2019 was $0 compared to $2,062,000 at December 31, 2018. The company recognized a gain of $6,748,000 in 2019 compared to a loss of $44,618,000 in 2018 related to the convertible note hedge asset.

The company entered into separate, privately negotiated warrant transactions with the option counterparty at a higher strike price relating to the same number of the company's common shares, subject to customary anti-dilution adjustments, pursuant to which the company sold warrants to the option counterparties. The warrants could have a dilutive effect on the company's outstanding common shares and the company's earnings per share to the extent that the price of the company's common shares exceeds the strike price of those warrants. The initial strike price of the warrants is $21.4375 per share and is subject to certain adjustments under the terms of the warrant transactions. The company evaluated the warrants under the applicable accounting literature, including *Derivatives and Hedging*, ASC 815, and determined that the warrants meet the definition of a derivative, are indexed to the company's own stock and should be classified in shareholder's equity. The amount paid for the warrants and capitalized in shareholder's equity was $14,100,000.

The net proceeds from the offering of the 2022 notes were approximately $115,289,000, after deducting fees and offering expenses of $4,711,000, which were paid in 2017.

These debt issuance costs were capitalized and are being amortized as interest expense through June 2022. In accordance with ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, these debt issuance costs are presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability. A portion of the net proceeds from the offering were used to pay the cost of the convertible note hedge transactions (after such cost is partially offset by the proceeds to the company from the warrant transactions), which net cost was $10,680,000.

The liability components of the 2022 notes consist of the following (in thousands):

| | December 31, 2019 | December 31, 2018 |
|---|---|---|
| Principal amount of liability component | $ 120,000 | $ 120,000 |
| Unamortized discount | (16,027) | (21,476) |
| Debt fees | (2,158) | (3,051) |
| Net carrying amount of liability component | $ 101,815 | $ 95,473 |

The unamortized discount of $16,027,000 is to be amortized through June 2022. The effective interest rate on the liability component was 10.9%. Non-cash interest expense of $5,448,000 and $4,902,000 was recognized in 2019 and 2018, respectively, in comparison to actual interest expense accrued of $5,400,000 and $5,400,000 for the same periods, based on the stated coupon rate of 4.5%. The 2022 notes were not convertible as of December 31, 2019 nor was the applicable conversion threshold met.

Convertible senior notes due 2024

During the fourth quarter of 2019, the company entered into separate privately negotiated agreements with certain holders of its 2021 Notes to exchange $72,909,000 in aggregate principal amount of 2021 Notes (the "Exchange Transactions") for aggregate consideration of $72,909,000 in aggregate principal amount of new 5.00% Convertible Senior Exchange Notes due 2024 (the "2024 Notes") of the company and $6,928,000 in cash.

The notes bear interest at a rate of 5.00% per year payable semi-annually in arrears on May 15 and November 15 of each year, beginning May 15, 2020. The notes will mature on November 15, 2024, unless repurchased, redeemed or converted in accordance with their terms prior to such date. Prior to May 15, 2024, the 2024 notes will be convertible only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The 2024 notes may be settled in cash, the company's common shares or a combination of cash and the company's common shares, at the company's election.

Prior to the maturity of the 2024 Notes, the company may, at its election, redeem for cash all or part of the 2024 Notes if the last reported sale price of the company's common shares equals or exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the company provides notice of redemption. The redemption price will be equal to 100% of the principal amount of the 2024 Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date (subject to certain limited exceptions). No sinking fund is provided for the 2024 Notes, which means the company is not required to redeem or retire the 2024 Notes periodically.

Holders of the 2024 notes may convert their 2024 notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2024 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending December 31, 2016 (and only during such calendar quarter), if the last reported sale price of the company's Common Shares for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price for the 2024 notes on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the "trading price" (as defined in the Indenture) per one thousand U.S. dollar principal amount of 2024 notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of the company's Common Shares and the applicable conversion rate for the 2024 notes on each such trading day; (3) upon the occurrence of specified corporate events described in the Indenture; or (4) if the company calls the 2024 Notes for redemption pursuant to the terms of the Indenture. Holders of the 2024 notes will have the right to require the company to repurchase all or some of their 2024 notes at 100% of their principal, plus any accrued and unpaid interest, upon the occurrence of certain fundamental changes. The initial conversion rate is 67.6819 common shares per $1,000 principal amount of 2024 notes (equivalent to an initial conversion price of approximately $14.78 per common share). On or after May 15, 2024 until the close of business on the second scheduled trading day immediately preceding the maturity of the 2024 Notes, holders may convert their 2024 Notes, at the option of the holder, regardless of the foregoing circumstances.

A loss of $5,885,000 was recorded a part of the exchange transaction, which included the write-off of fees related to the portion of the 2021 note exchanged. Debt issuance costs of $1,394,000 were capitalized and are being amortized as interest expense through November 15. In accordance with

ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, these debt issuance costs are presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability. The liability components of the 2024 notes consist of the following (in thousands):

| | December 31, 2019 |
|---|---|
| Principal amount of liability component | $ 72,909 |
| Unamortized discount | (10,733) |
| Debt fees | (1,359) |
| Net carrying amount of liability component | $ 60,817 |

The unamortized discount of $10,733,000 is to be amortized through November 15, 2024. The effective interest rate on the liability component was 8.77%. Non-cash interest expense of $205,000 was recognized in 2019 in comparison to actual interest expense accrued of $456,000 in 2019 based on the stated coupon rate of 5.0%. The 2024 notes were not convertible as of December 31, 2019 nor was the applicable conversion threshold met.

The aggregate minimum maturities of long-term debt for each of the next five years are as follows: $4,825,000 in 2020, $66,802,000 in 2021, $124,654,000 in 2022, $4,500,000 in 2023, and $77,311,000 in 2024. Interest paid on all borrowings was $15,042,000, $14,526,000 and $11,955,000 in 2019, 2018 and 2017, respectively.

# Other Long-Term Obligations

Other long-term obligations as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Deferred income taxes | $ 23,376 | $ 24,681 |
| Product liability | 13,414 | 13,865 |
| Pension | 7,006 | 6,670 |
| Deferred gain on sale leaseback | 5,819 | 6,124 |
| Supplemental Executive Retirement Plan liability | 5,433 | 5,250 |
| Deferred compensation | 5,354 | 5,577 |
| Uncertain tax obligation including interest | 2,612 | 2,140 |
| Advance payment on sale of land & buildings | — | 3,524 |
| Convertible 2022 debt conversion liability | — | 2,611 |
| Convertible 2021 debt conversion liability | — | 1,458 |
| Other | 3,935 | 3,065 |
| Other long-term obligations | $ 66,949 | $ 74,965 |

The convertible debt conversion liability amounts included in the above table represent the fair values of the conversion liabilities as of December 31, 2019 and December 31, 2018. On May 16, 2019, the company received shareholder approval authorizing it to elect to settle future conversions of convertible notes in common shares. As a result of the shareholder approval, the conversion liabilities and note hedge assets may no longer be bifurcated and accounted for as separate derivatives and thus they are no longer accounted for by the company as separate obligations. See "Long-Term Debt" in the notes to the Consolidated Financial Statements included elsewhere in this report for more detail.

On April 23, 2015, the company entered into a real estate sales leaseback transaction which resulted in the recording of an initial deferred gain of $7,414,000, the majority of which is included in Other Long-Term Obligations and will be recognized over the 20-year life of the leases. The gain realized was $295,000 and $284,000 as of December 31, 2019 and 2018, respectively.

In the third quarter of 2018, the company agreed to sell its Isny, Germany location with a net book value at the signing of the agreement of approximately $2,900,000. In accordance with the agreement, title will not transfer to the buyer until April 2020; however, the company received an advance payment for a portion of the proceeds, originally disclosed above and now reclassed as a short-term obligation in Accrued Expenses. The advance payment is reflected in the investing section of the Consolidated Statement of Cash Flows. The company will continue to record depreciation with respect to the Isny facility until control is transferred and expects to recognize a gain upon closing of the transaction when completed in 2020.

# Leases and Commitments

The company reviews new contracts in accordance with ASU 2016-02, "Leases" to determine if the contracts include a lease. To the extent a lease agreement includes an extension option that is reasonably certain to be exercised, the company has recognized those amounts as part of the right-of-use assets and lease liabilities. The company combines lease and non-lease components, such as common area maintenance, in the calculation of the lease assets and related liabilities. As most lease agreements do not provide an implicit rate, the company uses an incremental borrowing rate (IBR) based on information available at commencement date in determining the present value of lease payments and to help classify the lease as operating or financing. The company calculates its IBR based on the secured rates of the company's recent debt issuances, the credit rating of the company, changes in currencies, lease repayment timing as well as other publicly available data.

The company leases a portion of its facilities, transportation equipment, data processing equipment and certain other equipment. These leases have terms from 1 to 20 years and provide for renewal options. Generally, the company is required to pay taxes and normal expenses associated with operating the facilities and equipment. As of December 31, 2019, the company is committed under non-cancelable operating leases, which have initial or remaining terms in excess of one year and expire on various dates through 2035.

On April 23, 2015, the company sold and leased back, under four separate lease agreements, four properties located in Ohio and one property in Florida for net proceeds of $23,000,000, which were used to reduce debt under the U.S. and Canadian Credit Facility. The initial total annual rent for the properties was $2,275,000 and can increase annually over the 20-year term of the leases based on the applicable geographical consumer price index (CPI). Each of the four lease agreements contains three 10-year renewals with the rent for each option term based on the greater of the then-current fair market rent for each property or the then- current rate and increasing annually by the applicable CPI. Under the terms of the lease agreements, the company is responsible for all taxes, insurance and utilities. The company is permitted to sublet the properties; however, the properties are currently being utilized exclusively by the company and there is no current subletting. The company is required to adequately maintain each of the properties and any leasehold improvements will be amortized over the lesser of the lives of the improvements or the remaining lease lives, consistent with any other company leases.

In connection with the transaction, the requirements for sale lease-back accounting were met. Accordingly, the company recorded the sale of the properties, removed the related property and equipment from the company's balance sheet, recognized an initial deferred gain of $7,414,000 and an immediate loss of $257,000 related to one property and recorded new lease liabilities. Specifically, the company recorded four capital leases totaling $32,339,000 and one operating lease related to leased land, which was not a material component of the transaction. The gains on the sales of the properties were required to be deferred and recognized over the life of the leases as the property sold is being leased back. The deferred gain is classified under Other Long-Term Obligations on the Consolidated Balance Sheet. The gains realized in 2019 were $295,000, as compared to $284,000 in 2018.

In December 2018, the company entered into a 20-year lease agreement in Germany. The lease is not expected to commence until April 2020.

Lease expenses for the year ended December 31, 2019 and December 31, 2018, respectively, were as follows (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Operating leases | $ 10,550 | $ 17,024 |
| Variable and short-term leases | 2,848 | — |
| Total operating leases | $ 13,398 | $ 17,024 |
| Finance lease interest cost | $ 1,316 | $ 1,134 |
| Finance lease depreciation | 2,658 | 2,305 |
| Total finance leases | $ 3,974 | $ 3,439 |

Future minimum operating and capital lease commitments, as of December 31, 2019, are as follows (in thousands):

| | Finance Leases | Operating Leases |
|---|---|---|
| 2020 | $ 3,785 | $ 8,063 |
| 2021 | 3,510 | 6,144 |
| 2022 | 2,507 | 3,775 |
| 2023 | 2,452 | 1,419 |
| 2024 | 2,445 | 1,113 |
| Thereafter | 25,054 | 1,111 |
| Total future minimum lease payments | 39,753 | 21,625 |
| Amounts representing interest | (10,759) | (2,775) |
| Present value of minimum lease payments | 28,994 | 18,850 |
| Less: current maturities of lease obligations | (2,514) | (6,790) |
| Long-term lease obligations | $ 26,480 | $ 12,060 |

Supplemental cash flow amounts for the year ended December 31, 2019 were as follows (in thousands):

| Cash Activity: Cash paid in measurement of amounts for lease liabilities | December 31, 2019 |
|---|---|
| Operating Leases | $ 13,456 |
| Financing Leases | 3,696 |
| Total | $ 17,152 |

| Non-Cash Activity: Right-of-use assets obtained in exchange for lease obligations | December 31, 2019 |
|---|---|
| Operating Leases | $ 1,554 |
| Financing Leases | 1,377 |
| Total | $ 2,931 |

Weighted-average remaining lease terms and discount rates for finance and operating leases are as follows as of December 31, 2019:

| | December 31, 2019 |
|---|---|
| Weighted-average remaining lease term - finance leases | 14.3 years |
| Weighted-average remaining lease term - operating leases | 3.7 years |
| Weighted-average discount rate - finance leases | 3.92% |
| Weighted-average discount rate - operating leases | 7.77% |

# Retirement and Benefit Plans

Substantially all full-time salaried and hourly domestic employees are included in the Invacare Retirement Savings Plan sponsored by the company. The company makes matching cash contributions up to 66.7% of employees' contributions up to 3% of compensation. The company also makes quarterly contributions to this Plan equal to a percentage of qualified wages. In 2019, quarterly contributions were made at 1% of qualified wages. The company may make discretionary contributions to the domestic plans based on an annual resolution of the Board of Directors. Contribution expense for the Invacare Retirement Savings Plan in 2019, 2018 and 2017 was $1,765,000, $1,786,000 and $2,131,000, respectively.

The company sponsors a Deferred Compensation Plus Plan covering certain employees, which provides for elective deferrals and the company retirement deferrals so that the total retirement deferrals equal amounts that would have contributed to the company's principal retirement plans if it were not for limitations imposed by income tax regulations.

The company sponsors a non-qualified defined benefit Supplemental Executive Retirement Plan (SERP) for certain key executives. Effective December 31, 2008, the SERP was amended, in part to comply with IRS Section 409A. As a result of the amendment, the plan became a defined benefit cash balance plan for the non-retired participants and thus, payments by the company since December 31, 2008 have been based upon a cash balance formula with interest credited at a rate determined annually by the Compensation and Management Development Committee of the Board of Directors. In 2019, 2018 and 2017, respectively, interest was credited at 0% for active participants in the SERP. The plan continues to be unfunded with individual hypothetical accounts maintained for each participant.

The SERP projected benefit obligation related to this unfunded plan was $5,824,000 and $5,641,000 at December 31, 2019 and December 31, 2018, respectively, and the accumulated benefit obligation was $5,824,000 and $5,641,000 at December 31, 2019 and December 31, 2018, respectively. The projected benefit obligations were calculated using an assumed future salary increase of 3.25% at December 31, 2019 and 2018, respectively. The assumed discount rate, relevant for three participants unaffected by the plan conversion was 3.22% and 4.22% for 2019 and 2018, respectively, based upon the discount rate on high-quality fixed-income investments without adjustment. The retirement age was 67 for 2019 and 2018, respectively. The mortality assumptions used for 2019 and 2018 were based upon the RP-2014 White Collar Fully Generational Mortality Table using Scale MP-2018.

Expense for the SERP in 2019 was $574,000 compared to expense of $5,000 and $414,000 in 2018 and 2017, respectively. The expense was composed of interest expense of $392,000 in 2019, interest income of $193,000 in 2018 and interest expense of $246,000 in 2017, respectively, with the remaining non-interest expense related to service costs, prior service costs and other gains/losses. Benefit payments in 2019, 2018 and 2017 were $391,000, $391,000 and $391,000, respectively.

The company also sponsors a Death Benefit Only Plan (DBO) for certain key executives that provides a benefit equal to three times the participant's final target earnings should the participant's death occur while an employee and a benefit equal to one time the participant's final earnings upon the participant's death after normal retirement or if a participant dies after his or her employment with the company is terminated following a change in control of the company. Expense for the plan in 2019 was $561,000 compared to income of $151,000 in 2018 and expense of $150,000 in 2017. The 2019 and 2017 amounts contained service and accrual adjustment expense of $488,000 and $69,000, respectively, compared to income of $253,000 in 2018, with the remaining activity in each year related to interest costs. There were no benefit payments in 2019, 2018 or 2017. In conjunction with the company's DBO, the company has invested in life insurance policies related to certain employees to help satisfy the DBO obligations.

In Europe, the company maintains a defined benefit plan in Switzerland. The statutory pension plan is maintained with a private insurance company and, in accordance with Swiss law, the plan functions as defined contribution plan whereby employee and employer contributions are defined as a percentage of individual salary depending on the age of the employee and a guaranteed interest rate, which is annually defined by the Swiss Pension Fund. Under U.S. GAAP, the plan is treated as defined benefit plan. Expense for the European plan was $34,000, $1,079,000 and $436,000 in 2019, 2018 and 2017, respectively.

# Revenue

The company has two revenue streams: product and services. Services include repair, refurbishment, preventive maintenance and rental of product. Services for the North America (N.A.) segment include maintenance and repair of product. Services for the Europe segment include repair, refurbishment and preventive maintenance services. Services in All other, are in the Asia Pacific region, and include rental and repair of product.

The following tables disaggregate the company's revenues by major source and by reportable segment for the year ended December 31, 2019 and December 31, 2018 (in thousands):

| | 2019 | | |
|---|---|---|---|
| | Product | Service | Total |
| Europe | $ 519,160 | $ 13,888 | $ 533,048 |
| N.A. | 346,642 | 1,559 | 348,201 |
| Other | 41,852 | 4,863 | 46,715 |
| Total | $ 907,654 | $ 20,310 | $ 927,964 |
| % Split | 98% | 2% | 100% |

| | 2018 | | |
|---|---|---|---|
| | Product | Service | Total |
| Europe | $ 544,517 | $ 14,001 | $ 558,518 |
| N.A. | 362,431 | 2,159 | 364,590 |
| Other | 44,393 | 4,846 | 49,239 |
| Total | $ 951,341 | $ 21,006 | $ 972,347 |
| % Split | 98% | 2% | 100% |

The company's revenues are principally related to the sale of products, approximately 98%, with the remaining 2% related to services including repair, refurbishment, preventive maintenance and rental of product. While the company has a significant amount of contract types, the sales split by contract type is estimated as follows: general terms and conditions (31%), large national customers (26%), governments, principally pursuant to tender contracts (20%) and other customers including buying groups and independent customers (23%).

All product and substantially all service revenues are recognized at a point in time. The remaining service revenue, recognized over time, are reflected in the Europe segment and include multiple performance obligations. For such contracts, the company allocates revenue to each performance obligation based on its relative standalone selling price. The company generally determines the standalone selling price based on the expected cost-plus margin methodology.

Revenue is recognized when obligations under the terms of a contract with the customer are satisfied; generally, this occurs with the transfer of control of the company's products and services. Revenue is measured as the amount of consideration expected to be received in exchange for transferring product or providing services. The amount of consideration received and revenue recognized by the company can vary as a result of variable consideration terms included in the contracts related to customer rebates, cash discounts and return policies. Customer rebates and cash discounts are estimated based on the most likely amount principle and these estimates are based on historical experience and anticipated performance. In addition, customers have the right to return product within the company's normal terms policy, and as such the company estimates the expected returns based on an analysis of historical experience. The company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration it expects to receive changes or when the consideration becomes fixed. The company generally does not expect that there will be significant changes to its estimates of variable consideration (see “Receivables” and "Accrued Expenses" in the Notes to the Consolidated Financial Statements include elsewhere in this report for more detail).

Depending on the terms of the contract, the company may defer the recognition of a portion of the revenue at the end of a reporting period to align with transfer of control of the company's products to the customer. In addition, to the extent performance obligations are satisfied over time, the company defers revenue recognition until the performance obligations are satisfied. As of December 31, 2019 and December 31, 2018, the company had deferred revenue of $3,173,000 and $2,416,000, respectively, related to outstanding performance obligations.

# Equity Compensation

The company's Common Shares have a $.25 stated value. The Common Shares and the Class B Common Shares generally have identical rights, terms and conditions and vote together as a single class on most issues, except that the Class B Common Shares have ten votes per share and, in general, can only be transferred to family members or for estate planning purposes. Holders of Class B Common Shares are entitled to convert their shares into Common Shares at any time on a share-for-share basis. When Class B Common Shares are transferred out of a familial relationship, they automatically convert to Common Shares. The Board of Directors suspended further dividends on the Class B Common Shares.

As of December 31, 2019, 6,357 Class B Common Shares remained outstanding. Prior conversions of Class B Common Shares have substantially diminished the significance of the company's dual class voting structure. As of December 31, 2019, the holders of the Common Shares represent approximately 99.9% of the company's total outstanding voting power.

Equity Compensation Plan

On May 17, 2018, the shareholders of the company approved the Invacare Corporation 2018 Equity Compensation Plan (the “2018 Plan”), which was adopted on March 27, 2018 by the company's Board of Directors (the “Board”). The company's Board adopted the 2018 Plan in order to authorize additional Common Shares for grant as equity compensation, and to reflect changes to Section 162(m) of the Internal Revenue Code (the “Code”) resulting from the U.S. Tax Cuts and Jobs Act of 2017.

Following shareholder approval of the 2018 Plan, all of the Common Shares then-remaining available for issuance under the Invacare Corporation 2013 Equity Compensation Plan (the “2013 Plan”) and all of the Common Shares that were forfeited or remained unpurchased or undistributed upon termination or expiration of awards under the 2013 Plan and under the Invacare Corporation 2003 Performance Plan (the “2003 Plan”), become available for issuance under the 2018 Plan. Awards granted previously under the 2013 Plan and 2003 Plan will remain in effect under their original terms.

The 2018 Plan uses a fungible share-counting method, under which each Common Share underlying an award of stock options or stock appreciation rights ("SAR") will count against the number of total shares available under the 2018 Plan as one share; and each Common Share underlying any award other than a stock option or a SAR will count against the number of total shares available under the 2018 Plan as two shares. Shares underlying awards made under the 2003 Plan or 2013 Plan that are forfeited or remain unpurchased or undistributed upon termination or expiration of the awards will become available under the 2018 Plan for use in future awards. Any Common Shares that are added back to the 2018 Plan as the result of forfeiture, termination or expiration of an award granted under the 2018 Plan or the 2013 Plan will be added back in the same manner such shares were originally counted against the total number of shares available under the 2018 Plan or 2013 Plan, as applicable. Each Common Share that is added back to the 2018 Plan due to a forfeiture, termination or expiration of an award granted under the 2003 Plan will be added back as one Common Share.

The Compensation and Management Development Committee of the Board (the “Compensation Committee”), in its discretion, may grant an award under the 2018 Plan to any director or employee of the company or an affiliate. As of December 31, 2019, 3,851,945 Common Shares were available for future issuance under the 2018 Plan in connection with the following types of awards with respect to the company's Common Shares: incentive stock options, nonqualified stock options, SARs, restricted stock, restricted stock units, unrestricted stock and performance shares. The Compensation Committee also may grant performance units that are payable in cash. The Compensation Committee has the authority to determine which participants will receive awards, the amount of the awards and the other terms and conditions of the awards. The Common Shares authorized for issuance under the 2018 Plan includes an additional 3,000,000 Common Shares that were approved by shareholders at the company’s 2019 annual meeting on May 16, 2019.

At December 31, 2019, an aggregate of 905,263 Common Shares underlie awards which forfeited or expired unexercised under the 2003 and 2013 Plans and thus are available to be transferred under the 2018 Plan.

The 2018 Plan provides that shares granted come from the company's authorized but unissued Common Shares or treasury shares. In addition, the company's stock-based compensation plans allow employee participants to exchange shares for minimum withholding taxes, which results in the company acquiring treasury shares. Under these provisions, the company acquired approximately 112,000 treasury shares for $894,000 in 2019, 140,000 shares for $2,427,000 in 2018 and 85,000 shares for $1,276,000 in 2017.

The amounts of equity-based compensation expense recognized as part of SG&A expenses in All Other in business segment reporting were as follows (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Non-qualified and performance stock options | $ 1,939 | $ 201 | $ 865 |
| Restricted stock / units | 4,772 | 4,305 | 4,648 |
| Performance shares / units | 4,399 | 777 | 1,834 |
| Total stock-based compensation expense | $ 11,110 | $ 5,283 | $ 7,347 |

As of December 31, 2019, unrecognized compensation expense related to equity-based compensation arrangements granted under the company's 2018 Plan and previous plans, which is related to non-vested options and shares, was as follows (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Non-qualified and performance stock options | $ — | $ 1,939 | $ 2,502 |
| Restricted stock and restricted stock units | 8,453 | 7,469 | 7,005 |
| Performance shares and performance share units | 8,269 | 7,441 | 5,523 |
| Total unrecognized stock-based compensation expense | $ 16,722 | $ 16,849 | $ 15,030 |

Total unrecognized compensation cost will be adjusted for future changes in actual and estimated forfeitures and for updated vesting assumptions for the performance share awards (see "Stock Options" and "Performance Shares and Performance Share Units" below). No tax benefits for share-based compensation were realized during 2019, 2018 and 2017 due to a valuation allowance against deferred tax assets. In accordance with ASC 718, any tax benefits resulting from tax deductions in excess of the compensation expense recognized is classified as a component of financing cash flows.

*Stock Options*

Generally, non-qualified stock option awards have a term of ten years and were granted with an exercise price per share equal to the fair market value of the company's Common Shares on the date of grant. Stock option awards granted in 2017 were performance-based awards which became exercisable based upon achievement of the performance goals established by the Compensation Committee as achieved over a 3-year period ending in 2019 which were subject to the Compensation Committee's exercise of negative discretion to reduce the number of options vested based on the progress towards the company's transformation.

The following table summarizes information about stock option activity for the three years ended 2019, 2018 and 2017:

| | 2019 | Weighted Average Exercise Price | 2018 | Weighted Average Exercise Price | 2017 | Weighted Average Exercise Price |
|---|---|---|---|---|---|---|
| Options outstanding at January 1 | 1,885,362 | $ 18.78 | 2,631,569 | $ 19.44 | 2,542,732 | $ 21.19 |
| Granted | — | — | — | — | 756,420 | 12.15 |
| Exercised | — | — | (184,549) | 14.28 | (193,263) | 13.51 |
| Canceled | (444,160) | 20.49 | (561,658) | 23.34 | (474,320) | 19.45 |
| Options outstanding at December 31 | 1,441,202 | $ 18.26 | 1,885,362 | $ 18.78 | 2,631,569 | $ 19.44 |
| Options exercise price range at December 31 | $ 12.15 to $ 33.36 | | $ 12.15 to $ 33.36 | | $ 12.15 to $ 33.36 | |
| Options exercisable at December 31 | 910,267 | | 1,354,202 | | 2,029,773 | |
| Shares available for grant at December 31* | 3,851,945 | | 3,994,255 | | 2,131,355 | |

* Shares available for grant under the 2018 Plan as of December 31, 2019 reduced by net restricted stock and restricted stock unit and performance share and performance share unit award activity of (510,028) shares and 812,396 shares, respectively.

The following table summarizes information about stock options outstanding at December 31, 2019:

| | Options Outstanding | | | Options Exercisable | |
|---|---|---|---|---|---|
| Exercise Prices | Number Outstanding At 12/31/19 | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number Exercisable At 12/31/19 | Weighted Average Exercise Price |
| $ 12.15 – $20.00 | 792,284 | 5.8 | $ 12.75 | 261,349 | $ 13.98 |
| $ 20.01 – $25.00 | 306,999 | 1.7 | 24.45 | 306,999 | 24.45 |
| $ 25.01 – $30.00 | 337,423 | 0.6 | 25.33 | 337,423 | 25.33 |
| $ 30.01 – $33.36 | 4,496 | 1.4 | 33.36 | 4,496 | 33.36 |
| Total | 1,441,202 | 3.7 | $ 18.26 | 910,267 | $ 21.82 |

The 2018 Plan provides for a one-year minimum vesting period for stock options and, generally, options must be exercised within ten years from the date granted. No stock options were issued in 2019 or 2018 and those issued in 2017 were performance-based and vested after the conclusion of the three-year performance period ended December 31, 2019 based on achievement of performance goals established by the Compensation Committee and subject to the Compensation Committee's exercise of negative discretion to reduce the number of options vested based on the progress towards the company's transformation. All other outstanding stock options were issued in 2014 or prior years and were not performance-based.

For the stock options issued in 2014 and prior, 25% of such options vested one year following the issuance and provided a four-year vesting period whereby options vest equally in 25% installments in each year. Options granted with graded vesting were accounted for as single options. The fair value of options granted is estimated on the date of grant using the Black-Scholes option-pricing model. The calculated fair value of the 2017 performance option awards was $5.38 based on the following assumptions:

| | |
|---|---|
| Expected dividend yield | 0.4% |
| Expected stock price volatility | 39.1% |
| Risk-free interest rate | 2.31% |
| Expected life in years | 7.8 |
| Forfeiture percentage | 5.0% |

Expected dividend yields was based on historical dividends. Expected stock price volatility percentage was calculated at each date of grant based on historical stock prices for a period of time commensurate with the expected life of the option. The assumed expected life and forfeiture percentage were based on the company's historical analysis of option history.

The weighted-average fair value of options granted in 2017 was $5.38. The weighted-average remaining contractual life of options outstanding at December 31, 2019, 2018 and 2017 was 3.7, 3.8 and 3.9 years, respectively. The weighted-average contractual life of options exercisable at December 31, 2019 was 1.6 years. The total intrinsic value of stock awards exercised in 2019, 2018 and 2017 was $0, $755,000 and $350,000, respectively. As of December 31, 2019 and 2018, the intrinsic value of all options outstanding and of all options exercisable was $0 and $0, respectively.

The exercise of stock awards in 2019, 2018 and 2017 resulted in cash received by the company totaling $0, $2,626,000 and $2,676,000 for each period, respectively with no tax benefits for any period. The total fair value of awards vested during 2019, 2018 and 2017 was $2,844,000, $1,000 and $363,000, respectively.

*Restricted Stock and Restricted Stock Units*

The following table summarizes information about restricted shares and restricted share units (primarily for non-U.S. recipients):

| | 2019 | Weighted Average Fair Value | 2018 | Weighted Average Fair Value | 2017 | Weighted Average Fair Value |
|---|---|---|---|---|---|---|
| Stock / Units unvested at January 1 | 637,663 | $ 15.04 | 776,520 | $ 13.75 | 878,356 | $ 15.87 |
| Granted | 828,484 | 9.86 | 377,299 | 17.48 | 523,412 | 12.37 |
| Vested | (309,150) | 14.26 | (386,275) | 15.05 | (369,128) | 16.63 |
| Canceled | (191,912) | 12.60 | (129,881) | 14.43 | (256,120) | 14.02 |
| Stock / Units unvested at December 31 | 965,085 | $ 11.32 | 637,663 | $ 15.04 | 776,520 | $ 13.75 |

The restricted stock awards generally vest ratably over the three years after the award date. Unearned restricted stock compensation, determined as the market value of the shares at the date of grant, is being amortized on a straight-line basis over the vesting period.

*Performance Shares and Performance Share Units*

The following table summarizes information about performance shares and performance share units (primarily for non-U.S. recipients):

| | 2019 | Weighted Average Fair Value | 2018 | Weighted Average Fair Value | 2017 | Weighted Average Fair Value |
|---|---|---|---|---|---|---|
| Shares / Units unvested at January 1 | 448,294 | $ 14.37 | 457,879 | $ 12.33 | 309,468 | $ 14.58 |
| Granted | 576,737 | 9.93 | 205,164 | 17.48 | 336,694 | 12.02 |
| Vested | (255,259) | 12.02 | (155,766) | 12.82 | — | — |
| Canceled | (16,500) | 11.99 | (58,983) | 13.43 | (188,283) | 15.48 |
| Shares / Units unvested at December 31 | 753,272 | $ 11.82 | 448,294 | $ 14.37 | 457,879 | $ 12.33 |

During 2019, 2018 and 2017, the performance shares and performance share units (for non-U.S. recipients) were granted as performance awards with a 3-year performance period with payouts based on achievement of certain performance goals. The awards are classified as equity awards as they will be settled in common shares upon vesting. The number of shares earned will be determined at the end of the three-year performance period based on achievement of performance criteria for January 1, 2019 through December 31, 2021 established by the Compensation Committee at the time of grant. Recipients will be entitled to receive a number of Common Shares equal to the number of performance shares that vest based upon the levels of achievement which may range between 0% and 150% of the target number of shares with the target being 100% of the initial grant.

The fair value of the performance awards is based on the stock price on the date of grant discounted for the estimated value of dividends foregone as the awards are not eligible for dividends except to the extent vested. The company assesses the probability that the performance targets will be met with expense recognized whenever it is probable that at least the minimum performance criteria will be achieved. Depending upon the company's assessment of the probability of achievement of the goals, the company may not recognize any expense associated with performance awards in a given period, may reverse prior expense recorded or record additional expense to make up for expense not recorded in a prior period. Performance award compensation expense is generally expected to be recognized over three years. Performance award expense was recognized at 75% of target for the 2016 awards, which vested on December 31, 2019, and at 122.5% to 146.45% for the 2017 awards, which vested on December 31, 2019. The company continues to recognize expense related to the awards granted in 2018 and 2019 as it is considered probable that the performance goals for those awards will be met.

# Accumulated Other Comprehensive Income (Loss) by Component

Changes in accumulated other comprehensive income ("OCI") during the year ended December 31, 2019 were as follows (in thousands):

| | Foreign Currency | Long-Term Notes | Defined Benefit Plans | Derivatives | Total |
|---|---|---|---|---|---|
| December 31, 2018 | $ 12,244 | $ 2,662 | $ (2,703) | $ 590 | $ 12,793 |
| OCI before reclassifications | (3,346) | (5,153) | (1,157) | 1,958 | (7,698) |
| Amount reclassified from accumulated OCI | — | — | 561 | (2,528) | (1,967) |
| Net current-period OCI | (3,346) | (5,153) | (596) | (570) | (9,665) |
| December 31, 2019 | $ 8,898 | $ (2,491) | $ (3,299) | $ 20 | $ 3,128 |

Changes in OCI during the year ended December 31, 2018 were as follows (in thousands):

| | Foreign Currency | Long-Term Notes | Defined Benefit Plans | Derivatives | Total |
|---|---|---|---|---|---|
| December 31, 2017 | $ 50,376 | $ (4,612) | $ (7,652) | $ (1,242) | $ 36,870 |
| OCI before reclassifications | (38,132) | 7,274 | 5,100 | 2,098 | (23,660) |
| Amount reclassified from accumulated OCI | — | — | (151) | (266) | (417) |
| Net current-period OCI | (38,132) | 7,274 | 4,949 | 1,832 | (24,077) |
| December 31, 2018 | $ 12,244 | $ 2,662 | $ (2,703) | $ 590 | $ 12,793 |

Reclassifications out of accumulated OCI for the year ended December 31, 2019 and December 31, 2018 were as follows (in thousands):

| | Amount reclassified from OCI | | Affected line item in the Statement of Comprehensive (Income) Loss |
|---|---|---|---|
| | 2019 | 2018 | |
| **Defined Benefit Plans:** | | | |
| Service and interest costs | $ 561 | $ (151) | Selling, General and Administrative |
| Tax | — | — | Income Taxes |
| Total after tax | $ 561 | $ (151) | |
| | | | |
| **Derivatives:** | | | |
| Foreign currency forward contracts hedging sales | $ (52) | $ 1,352 | Net Sales |
| Foreign currency forward contracts hedging purchases | (2,673) | (1,591) | Cost of Products Sold |
| Total loss (income) before tax | (2,725) | (239) | |
| Tax | 197 | (27) | Income Taxes |
| Total after tax | $ (2,528) | $ (266) | |

# Capital Stock

Capital stock activity for 2019, 2018 and 2017 consisted of the following (in thousands of shares):

| | Common Stock Shares | Class B Shares | Treasury Shares |
|---|---|---|---|
| January 1, 2017 Balance | 35,318 | 729 | (3,616) |
| Conversion of Class B to Common | 723 | (723) | — |
| Exercise of stock options | 193 | — | (4) |
| Restricted stock awards | 298 | — | (81) |
| December 31, 2017 Balance | 36,532 | 6 | (3,701) |
| Exercise of stock options | 185 | — | (50) |
| Restricted stock awards | 293 | — | (90) |
| December 31, 2018 Balance | 37,010 | 6 | (3,841) |
| Restricted and performance stock awards | 599 | — | (112) |
| December 31, 2019 | 37,609 | 6 | (3,953) |

Stock awards for 191,912, 129,881 and 256,120 shares were canceled in 2019, 2018 and 2017, respectively. In 2019, 2018 and 2017, dividends of $0.05 per Common Share were declared and paid. In 2018, dividends of $0.023 and $0.034 were declared and paid, respectively, per Class B Common Share as the Board of Directors suspended further dividends on the Class B Common Shares. In 2017, dividends of $0.045 per Class B Common Share were declared and paid, respectively.

# Charges Related to Restructuring Activities

The company's restructuring charges were originally necessitated primarily by continued declines in Medicare and Medicaid reimbursement by the U.S. government, as well as similar healthcare reimbursement pressures abroad, which negatively affect the company's customers (e.g. home health care providers) and continued pricing pressures faced by the company due to the outsourcing by competitors to lower cost locations. Restructuring decisions were also the result of reduced profitability in each of the segments. In addition, as a result of the company's transformation strategy, additional restructuring actions were implemented in 2017 and have continued into 2019.

Charges for the year ended December 31, 2017 totaled $12,274,000 which were related to North America ($8,889,000), Europe ($1,975,000) and All Other ($1,410,000). In North America, costs were incurred related to severance ($8,162,000) and lease termination costs ($727,000). The European charges were incurred related to severance ($1,753,000) and lease termination costs ($222,000). The European and All Other charges were for severance costs. Payments for the year ended December 31, 2017 were $10,438,000 and the cash payments were funded with company's cash on hand. The 2017 charges have been paid out.

Charges for the year ended December 31, 2018 totaled $3,481,000 which were related to North America ($1,359,000), Europe ($1,773,000) and All Other ($349,000). In North America, costs were incurred related to severance ($1,471,000) and lease termination reversals were recognized ($112,000). The European and All Other charges were incurred related to severance costs. Payments for the year ended December 31, 2018 were $5,804,000 and the cash payments were funded with company's cash on hand. Most of the 2018 charges have been paid out.

Charges for the year ended December 31, 2019 totaled $11,829,000 which were related to North America ($1,617,000), Europe ($9,579,000) and All Other ($633,000). In North America, costs were incurred related to severance ($1,573,000) and lease termination costs ($44,000). The European charges were incurred related to severance ($9,356,000) and lease termination costs ($223,000) while All Other charges were related to severance. The majority of the 2019 charges are expected to be paid out within twelve months.

There have been no material changes in accrued balances related to the charges, either as a result of revisions to the plans or changes in estimates. In addition, the savings anticipated as a result of the company's restructuring plans have been or are expected to be achieved, primarily resulting in reduced salary and benefit costs principally impacting Selling, General and Administrative expenses, and to a lesser extent, Costs of Products Sold. To date, the company's liquidity has not been materially impacted.

A progression by reporting segment of the accruals recorded as a result of the restructuring is as follows (in thousands):

| | Severance | Contract Terminations | Total |
|---|---|---|---|
| January 1, 2017 Balance | | | |
| North America | $ 783 | $ 120 | $ 903 |
| All Other | 1,266 | — | 1,266 |
| Total | 2,049 | 120 | 2,169 |
| Charges | | | |
| North America | 8,162 | 727 | 8,889 |
| Europe | 1,753 | 222 | 1,975 |
| All Other | 1,410 | — | 1,410 |
| Total | 11,325 | 949 | 12,274 |
| Payments | | | |
| North America | (6,506) | (680) | (7,186) |
| Europe | (1,504) | (88) | (1,592) |
| All Other | (1,660) | — | (1,660) |
| Total | $ (9,670) | $ (768) | $ (10,438) |

| | Severance | Contract Terminations | Total |
|---|---|---|---|
| December 31, 2017 Balance | | | |
| North America | $ 2,439 | $ 167 | $ 2,606 |
| Europe | 249 | 134 | 383 |
| All Other | 1,016 | — | 1,016 |
| Total | 3,704 | 301 | 4,005 |
| Charges | | | |
| North America | 1,471 | (112) | 1,359 |
| Europe | 1,773 | — | 1,773 |
| All Other | 349 | — | 349 |
| Total | 3,593 | (112) | 3,481 |
| Payments | | | |
| North America | (3,254) | (30) | (3,284) |
| Europe | (1,841) | (134) | (1,975) |
| All Other | (545) | — | (545) |
| Total | (5,640) | (164) | (5,804) |
| December 31, 2018 Balance | | | |
| North America | 656 | 25 | 681 |
| Europe | 181 | — | 181 |
| All Other | 820 | — | 820 |
| Total | 1,657 | 25 | 1,682 |
| Charges | | | |
| North America | 1,573 | 44 | 1,617 |
| Europe | 9,356 | 223 | 9,579 |
| All Other | 633 | — | 633 |
| Total | 11,562 | 267 | 11,829 |
| Payments | | | |
| North America | (2,018) | (69) | (2,087) |
| Europe | (3,131) | (219) | (3,350) |
| All Other | (1,047) | — | (1,047) |
| Total | (6,196) | (288) | (6,484) |
| December 31, 2019 Balance | | | |
| North America | 211 | — | 211 |
| Europe | 6,406 | 4 | 6,410 |
| All Other | 406 | — | 406 |
| Total | $ 7,023 | $ 4 | $ 7,027 |

# Income Taxes

Earnings (loss) from continuing operations before income taxes consist of the following (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Domestic | $ (66,135) | $ (72,703) | $ (96,343) |
| Foreign | 22,110 | 38,601 | 30,093 |
| | $ (44,025) | $ (34,102) | $ (66,250) |

The company has provided for income taxes (benefits) from continuing operations as follows (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Current: | | | |
| Federal | $ 152 | $ (202) | $ (125) |
| State | (90) | 147 | (437) |
| Foreign | 10,070 | 12,675 | 15,223 |
| | 10,132 | 12,620 | 14,661 |
| Deferred: | | | |
| Federal | (148) | (2,073) | (2,164) |
| State | — | — | — |
| Foreign | (682) | (727) | (2,206) |
| | (830) | (2,800) | (4,370) |
| Income Taxes | $ 9,302 | $ 9,820 | $ 10,291 |

Included in the 2018 Federal deferred taxes is a benefit of $680,000 related to an intra-period allocation to continuing operations. A charge in an equal amount is in other comprehensive income. In addition, included in deferred federal taxes is a benefit of $148,000 and $2,023,000 in 2019 and 2018, respectively, which resulted from the effective of indefinite intangibles and a related 2018 indefinite loss carryforward created, due to the U.S. tax reform legislation, resulting in a deferred tax benefit.

The US Tax Cuts and Jobs Act of 2017 ("Tax Act") was enacted on December 22, 2017. The Tax Act subjects a US shareholder to current 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 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. The company has elected to recognize the tax on GILTI as a period expense in the period the tax is incurred.

The SEC staff issued SAB 118, which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements.

Reduction of U.S. federal corporate tax rate: The US Tax Cuts and Jobs Act of 2017 reduces the corporate rate to 21%, effective January 1, 2018. Consequently, the company has provisionally recorded a decrease related to deferred tax assets and liabilities of $64,440,000 and $20,034,000, respectively, and has recorded a decrease to the valuation allowance of $45,986,000 with a corresponding net adjustment to deferred tax benefit of $1,580,000 for the year-ended December 31, 2017.

Deemed Repatriation Transition Tax: The Deemed Repatriation Transition tax (Transition Tax) is a tax on previously untaxed accumulated and current earnings and profit (E&P) of certain of our foreign subsidiaries. To determine the amount of Transition Tax, a company must determine, in addition to other factors, the amount of post-1986 E&P of the relevant subsidiaries as well as the amount of non-U.S. income taxes paid on such earnings. The company believed it had an overall foreign E&P deficit and accordingly did not record any provisional Transition Tax obligation as of December 31, 2017. During 2018, the company concluded it did not have a transitional tax liability.

The company determined at December 31, 2017 the provisional calculations would be finalized after the underlying timing differences and foreign earnings and profits were finalized with the company's 2017 federal tax return filing. The provision calculations were finalized in 2018 with the company's federal tax return.

The company has historically considered the undistributed earnings of the company's foreign subsidiaries to be indefinitely reinvested, and, accordingly, no taxes have been provided on such earnings (other than earnings of our Chinese subsidiary). The company continues to evaluate its plans for reinvestment or repatriation of unremitted foreign earnings and has not changed its previous indefinite reinvestment determination following the enactment of the Tax Act. As a result of U.S. tax reform legislation, distributions of profits from non-U.S. subsidiaries are not expected to cause a significant incremental U.S. tax impact in the future. However, these distributions may be subject to non-U.S. withholding taxes if profits are distributed from certain jurisdictions. Undistributed profits of non-U.S. subsidiaries of approximately $36.3 million are considered indefinitely reinvested. Determination of the amount of unrecognized deferred tax liability related to indefinitely reinvested profits is not practicable.

The company regularly reviews its cash positions and its determination of permanent reinvestment of foreign earnings. If the company determines all or a portion of such foreign earnings are no longer indefinitely reinvested, the company may be subject to additional foreign withholding taxes and U.S. state income taxes.

A reconciliation to the effective income tax rate from the federal statutory rate is as follows:

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Statutory federal income tax rate (benefit) | (21.0)% | (21.0)% | (35.0)% |
| State and local income taxes, net of federal income tax benefit | (0.2) | 0.3 | (0.4) |
| Tax credits | — | — | (0.2) |
| Expiring foreign tax credits | 40.2 | 4.7 | 2.1 |
| Foreign taxes at other than the federal statutory rate (including tax holidays) | 5.1 | 12.9 | (1.3) |
| Federal and foreign valuation allowance | (20.4) | 35.6 | 46.2 |
| Withholding taxes | 0.1 | 0.2 | 0.1 |
| Unremitted earnings | 0.1 | — | (1.1) |
| Dividends | — | — | 5.7 |
| Debt repurchase | 1.7 | — | — |
| Foreign branch activity | 12.4 | 0.1 | (1.2) |
| Uncertain tax positions | 1.4 | (1.9) | 0.1 |
| Effects of US Tax Reform | — | — | (2.4) |
| Intraperiod allocations to OCI | — | (2.0) | — |
| Other, net | 1.7 | (0.1) | 2.9 |
| Effective federal income tax rate | 21.1 % | 28.8 % | 15.5 % |

At December 31, 2019, total deferred tax assets were $178,632,000, total deferred tax liabilities were $38,290,000 and the tax valuation allowance total was $162,790,000 for a net deferred income tax liability of $22,448,000 compared to total deferred tax assets of $178,301,000, total deferred tax liabilities of $27,971,000 and a tax valuation allowance total of $174,659,000 for a net deferred income tax liability of $24,329,000 at December 31, 2018. The company recorded a valuation allowance for its U.S. and certain foreign country net deferred tax assets where it is or is projected to be in a three-year cumulative loss.

Significant components of long-term deferred income tax assets and liabilities at December 31, 2019 and 2018 are as follows (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Bad Debt | $ 841 | $ 954 |
| Warranty | 1,391 | 2,134 |
| Other accrued expenses and reserves | 1,515 | 511 |
| Inventory | 2,993 | 2,878 |
| Goodwill and intangibles | (22,686) | (23,589) |
| Convertible debt | (1,530) | (1,225) |
| Fixed assets | (13,421) | (3,107) |
| Compensation and benefits | 5,965 | 6,268 |
| Loss and credit carryforwards | 121,602 | 131,896 |
| Product liability | 3,113 | 2,315 |
| State and local taxes | 31,499 | 31,345 |
| Valuation allowance | (162,790) | (174,659) |
| Lease liability | 9,713 | — |
| Other, net | (653) | (50) |
| Net Deferred Income Taxes | $ (22,448) | $ (24,329) |

The company made net payments for income taxes of $12,463,000, $15,820,000, and $15,377,000 during the years ended December 31, 2019, 2018 and 2017, respectively.

The company has a federal domestic net operating loss carryforward of $360,749,000 of which $287,360,000 expires between 2034 and 2037 and the remaining are non-expiring; domestic interest carryforward of $49,656,000 which is non-expiring and federal tax credit carryforwards of $15,838,000 of which $4,906,000 expire between 2020 and 2022 and $9,070,000 expire between 2023 and 2027, $1,862,000 expire between 2031 and 2037.

At December 31, 2019, the company also had $665,139,000 of domestic state and local tax loss carryforwards, of which $179,438,000 expire between 2020 and 2023, $229,018,000 expire between 2024 and 2033 and $235,221,000 expire after 2033 and $21,462,000 have an unlimited carryover.

At December 31, 2019, the company had foreign tax loss carryforwards of approximately $76,800,000 of which $16,069,000 expire by 2026 and the remaining are non-expiring all of which are offset by valuation allowances except for $582,000.

As of December 31, 2019 and 2018, the company had a liability for uncertain tax positions, excluding interest and penalties of $2,082,000 and $1,623,000, respectively. The total liabilities associated with unrecognized tax benefits that, if recognized, would impact the effective tax rates were $2,082,000 and $1,623,000 at December 31, 2019 and 2018, respectively.

A reconciliation of the beginning and ending balance of unrecognized tax benefits is as follows (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Balance at beginning of year | $ 2,355 | $ 2,865 |
| Additions to: | | |
| Positions taken during the current year | 641 | 58 |
| Positions taken during a prior year | 52 | 163 |
| Exchange rate impact | 14 | — |
| Deductions due to: | | |
| Exchange rate impact | — | (22) |
| Positions taken during a prior year | — | (546) |
| Lapse of statute of limitations | (190) | (163) |
| Balance at end of year | $ 2,872 | $ 2,355 |

The company recognizes interest and penalties associated with uncertain tax positions in income tax expense. During 2019, 2018 and 2017 the expense (benefit) for interest and penalties was $13,000, $(322,000) and $30,000, respectively. The company had approximately $530,000 and $517,000 of accrued interest and penalties as of December 31, 2019 and 2018, respectively.

The company and its subsidiaries file income tax returns in the U.S. and certain foreign jurisdictions. The company is subject to U.S. federal income tax examinations for calendar years 2016 to 2019 with limited exceptions, and is subject to various U.S. state income tax examinations for 2015 to 2019. With regards to foreign income tax jurisdictions, the company is generally subject to examinations for the periods 2013 to 2019.

# Net Loss Per Common Share

The following table sets forth the computation of basic and diluted net earnings (loss) per common share for the periods indicated.

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| | (In thousands, except per share data) | | |
| **Basic** | | | |
| Average common shares outstanding | 33,594 | 33,124 | 32,752 |
| Net loss | $ (53,327) | $ (43,922) | $ (76,541) |
| Net loss per common share | $ (1.59) | $ (1.33) | $ (2.34) |
| **Diluted** | | | |
| Average common shares outstanding | 33,594 | 33,124 | 32,752 |
| Stock options and awards | 48 | 419 | 464 |
| Average common shares assuming dilution | 33,642 | 33,543 | 33,216 |
| Net loss | $ (53,327) | $ (43,922) | $ (76,541) |
| Net loss per common share * | $ (1.59) | $ (1.33) | $ (2.34) |

* Net earnings (loss) per share assuming dilution calculated utilizing weighted average shares outstanding - basic for the periods in which there was a net loss.

At December 31, 2019, 2018 and 2017, shares associated with stock options of 326,799, 333,899 and 801,992, respectively, were excluded from the average common shares assuming dilution, as they were anti-dilutive. At December 31, 2019, the majority of the anti-dilutive shares were granted at an exercise price of $25.24, which was higher than the average fair market value price of $6.93 for 2019. In 2018, the majority of the anti-dilutive shares were granted at an exercise price of $25.24, which was higher than the average fair market value price of $15.27 for 2018. In 2017, the majority of the anti-dilutive shares were granted at an exercise price of $25.79, which was higher than the average fair market value price of $13.93 for 2017. For the 2019, 2018 and 2017 net loss per share from continuing operations calculation, all the shares associated with stock options were anti-dilutive because of the company's loss.

For 2019, 2018 and 2016, no shares were included in the common shares assuming dilution related to the company's issued warrants as the average market price of the company stock for these periods did not exceed the strike price of the warrants.

# Concentration of Credit Risk

The company manufactures and distributes durable medical equipment to the home health care, retail and extended care markets. The company performs credit evaluations of its customers' financial condition. The company utilizes De Lage Landen, Inc. (“DLL”), a third-party financing company, to provide lease financing to Invacare's U.S. customers. The DLL agreement provides for direct leasing between DLL and the Invacare customer. The company retains a recourse obligation of $2,355,000 at December 31, 2019 to DLL for events of default under the contracts, which total $9,008,000 at December 31, 2019. *Guarantees,* ASC 460, requires the company to record a guarantee liability as it relates to the limited recourse obligation. As such, the company has recorded a liability of $41,000 for this guarantee obligation within accrued expenses. The company's recourse is re-evaluated by DLL biannually, considers activity between the biannual dates and excludes any receivables purchased by the company from DLL. The company monitors the collections status of these contracts and has provided amounts for estimated losses in its allowances for doubtful accounts in accordance with *Receivables,* ASC 310-10-05-4. Credit losses are provided for in the financial statements.

Substantially all the company's receivables are due from health care, medical equipment providers and long-term care facilities located throughout the United States, Australia, Canada, New Zealand and Europe. A significant portion of products sold to dealers, both foreign and domestic, is ultimately funded through government reimbursement programs such as Medicare and Medicaid. The company has also seen a significant shift in reimbursement to customers from managed care entities. As a consequence, changes in these programs can have an adverse impact on dealer liquidity and profitability. In addition, reimbursement guidelines in the home health care industry have a substantial impact on the nature and type of equipment an end user can obtain as well as the timing of reimbursement and, thus, affect the product mix, pricing and payment patterns of the company's customers.

The company's top 10 customers accounted for approximately 19.1% of 2019 net sales. The loss of business of one or more of these customers may have a significant impact on the company, although no single customer accounted for more than 5.2% of the company's 2019 net sales. Providers who are part of a buying group generally make individual purchasing decisions and are invoiced directly by the company.

# Derivatives

ASC 815 requires companies to recognize all derivative instruments in the consolidated balance sheet as either assets or liabilities at fair value. The accounting for changes in fair value of a derivative is dependent upon whether or not the derivative has been designated and qualifies for hedge accounting treatment and the type of hedging relationship. For derivatives designated and qualifying as hedging instruments, the company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

Cash Flow Hedging Strategy

The company uses derivative instruments in an attempt to manage its exposure to transactional foreign currency exchange risk. Foreign forward exchange contracts are used to manage the price risk associated with forecasted sales denominated in foreign currencies and the price risk associated with forecasted purchases of inventory over the next twelve months.

The company recognizes its derivative instruments as assets or liabilities in the consolidated balance sheet measured at fair value. A majority of the company's derivative instruments are designated and qualify as cash flow hedges. Accordingly, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the fair value of the hedged item, if any, is recognized in current earnings during the period of change.

To protect against increases/decreases in forecasted foreign currency cash flows resulting from inventory purchases/sales over the next year, the company utilizes foreign currency forward contracts to hedge portions of its forecasted purchases/sales denominated in foreign currencies. The gains and losses are included in cost of products sold and selling, general and administrative expenses on the consolidated statement of comprehensive income (loss). If it is later determined that a hedged forecasted transaction is unlikely to occur, any prospective gains or losses on the forward contracts would be recognized in earnings. The company does not expect any material amount of hedge ineffectiveness related to forward contract cash flow hedges during the next twelve months.

The company has historically not recognized any material amount of ineffectiveness related to forward contract cash flow hedges because the company generally limits its hedges to between 50% and 90% of total forecasted transactions for a given entity's exposure to currency rate changes and the transactions hedged are recurring in nature. Furthermore, most of the hedged transactions are related to intercompany sales and purchases for which settlement occurs on a specific day each month. Forward contracts with a total notional amount in USD of $148,874,000 and $165,200,000 matured during the twelve months ended December 31, 2019 and 2018, respectively.

Outstanding foreign currency forward exchange contracts qualifying and designated for hedge accounting treatment were as follows (in thousands USD):

| | December 31, 2019 | | December 31, 2018 | |
|---|---|---|---|---|
| | Notional Amount | Unrealized Net Gain (Loss) | Notional Amount | Unrealized Net Gain (Loss) |
| USD / AUD | $ 3,840 | $ (106) | $ 6,390 | $ 146 |
| USD / CAD | 3,888 | 32 | 12,221 | (101) |
| USD / CNY | — | — | 4,460 | 32 |
| USD / EUR | 110,905 | 122 | 70,748 | 173 |
| USD / GBP | 3,972 | (8) | 1,233 | — |
| USD / NZD | 2,760 | (166) | 10,359 | 149 |
| USD / SEK | 5,062 | (38) | 603 | — |
| USD / MXP | 6,763 | 346 | 7,801 | 37 |
| EUR / CAD | 4,151 | 24 | — | — |
| EUR / CHF | 9,821 | 10 | — | — |
| EUR / GBP | 29,824 | (216) | 41,087 | 174 |
| EUR / NOK | 5,797 | 15 | 977 | — |
| EUR / SEK | 9,493 | (46) | 15,106 | (92) |
| EUR / NZD | — | — | 2,042 | 64 |
| DKK / SEK | 5,936 | 24 | 1,561 | — |
| NOK / SEK | 5,151 | 18 | — | — |
| | $ 207,363 | $ 11 | $ 174,588 | $ 582 |

Derivatives Not Qualifying or Designated for Hedge Accounting Treatment

The company utilizes foreign currency forward contracts that are not designated as hedges in accordance with ASC 815. These contracts are entered into to eliminate the risk associated with the settlement of short-term intercompany trading receivables and payables between Invacare Corporation and its foreign subsidiaries. The currency forward contracts are entered into at the same time as the intercompany receivables or payables are created so that upon settlement, the gain/loss on the settlement is offset by the gain/loss on the foreign currency forward contract. No material net gain or loss was realized by the company in 2019 or 2018 related to these contracts and the associated short-term intercompany trading receivables and payables.

Foreign currency forward exchange contracts not qualifying or designated for hedge accounting treatment, as well as ineffective hedges, entered into in 2019 and 2018, respectively, and outstanding were as follows (in thousands USD):

| | December 31, 2019 | | December 31, 2018 | |
|---|---|---|---|---|
| | Notional Amount | Gain (Loss) | Notional Amount | Gain (Loss) |
| AUD / USD | $ 10,000 | $ (94) | $ 11,500 | $ 167 |
| CAD / USD | 8,000 | (50) | — | $ — |
| EUR / USD | 10,000 | 104 | — | — |
| GBP / USD | 7,000 | 40 | — | — |
| NZD / USD | 4,500 | (101) | 3,000 | 30 |
| NOK / EUR | — | — | 18 | — |
| NZD / AUD | 7,900 | 23 | 10,800 | 22 |
| | $ 47,400 | $ (78) | $ 25,318 | $ 219 |

The fair values of the company's derivative instruments were as follows (in thousands):

| | December 31, 2019 | | December 31, 2018 | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| Derivatives designated as hedging instruments under ASC 815 | | | | |
| Foreign currency forward exchange contracts | $ 668 | $ 657 | $ 792 | $ 210 |
| Derivatives not designated as hedging instruments under ASC 815 | | | | |
| Foreign currency forward exchange contracts | 170 | 248 | 228 | 9 |
| Total derivatives | $ 838 | $ 905 | $ 1,020 | $ 219 |

The fair values of the company's foreign currency forward exchange contract assets and liabilities are included in Other Current Assets and Accrued Expenses, respectively in the Consolidated Balance Sheets.

The effect of derivative instruments on Accumulated Other Comprehensive Income (OCI) and the Statement of Comprehensive Income (Loss) was as follows (in thousands):

| Derivatives (foreign currency forward exchange contracts) in ASC 815 cash flow hedge relationships | Amount of Gain (Loss) Recognized in Accumulated OCI on Derivatives (Effective Portion) | Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) |
|---|---|---|---|
| Year ended December 31, 2019 | $ 1,958 | $ 2,528 | $ — |
| Year ended December 31, 2018 | $ 2,098 | $ 266 | $ — |

| Derivatives (foreign currency forward exchange contracts) not designated as hedging instruments under ASC 815 | Amount of Gain (Loss) Recognized in Income on Derivatives |
|---|---|
| Year ended December 31, 2019 | $ (78) |
| Year ended December 31, 2018 | $ 219 |

The gains or losses recognized as the result of the settlement of cash flow hedge foreign currency forward contracts are recognized in net sales for hedges of inventory sales and in cost of product sold for hedges of inventory purchases. In 2019, net sales were increased by $52,000 and cost of product sold was decreased by $2,673,000 for a net pre-tax realized gain of $2,725,000. In 2018, net sales were decreased by $1,352,000 and cost of product sold was decreased by $1,591,000 for a net pre-tax realized gain of $239,000. In 2017, net sales were increased by $517,000 and cost of product sold was increased by $1,357,000 for a net realized loss of $840,000.

A loss of $78,000 in 2019, a gain of $150,000 in 2018 and a loss of $78,000 in 2017 were recognized in selling, general and administrative (SG&A) expenses related to forward contracts not designated as hedging instruments. The forward contracts were entered into to offset gains/losses that were also recorded in SG&A expenses on intercompany trade receivables or payables. The gains/losses on the non-designated hedging instruments were substantially offset by gains/losses on intercompany trade payables.

The company's derivative agreements provide the counterparties with a right of set off in the event of a default. The right of set off would enable the counterparty to offset any net payment due by the counterparty to the company under the applicable agreement by any amount due by the company to the counterparty under any other agreement. For example, the terms of the agreement would permit a counterparty to a derivative contract that is also a lender under the company's Credit Agreement to reduce any derivative settlement amounts owed to the company under the derivative contract by any amounts owed to the counterparty by the company under the Credit Agreement. In addition, the agreements contain cross-default provisions that could trigger a default by the company under the agreement in the event of a default by the company under another agreement with the same counterparty. The company does not present any derivatives on a net basis in its financial statements, other than the conversion and bond hedge derivatives which are presented net on the Condensed Consolidated Statement of Comprehensive Income (Loss), and all derivative balances presented are subject to provisions that are similar to master netting agreements.

During the first quarter of 2016, the company entered into privately negotiated convertible 2021 note hedges and 2021 warrants in connection with its sale of $150,000,000 in aggregate principal amount of the company's 5.00% Convertible Senior Notes due 2021. The 2021 warrants, which increased paid in capital by $12,376,000, are clearly and closely related to the convertible 2021 notes and thus classified as equity. The 2021 note hedge asset and 2021 convertible debt conversion liability were recorded, based on initial fair values, as an asset of $27,975,000 and a liability of $34,480,000, respectively, with the offset to the income statement.

During the second quarter of 2017, the company entered into privately negotiated convertible 2022 note hedges and warrants in connection with its sale of $120,000,000 in aggregate principal amount of the company's 4.50% Convertible Senior Notes due 2022. The 2022 warrants, which increased paid in capital by $14,100,000, are clearly and closely related to the convertible 2022 notes and thus classified as equity. The 2022 note hedge assets and 2022 convertible debt conversion liability were recorded, based on initial fair values, as an asset of $24,780,000 and a liability of $28,859,000, respectively, with the offset to the income statement.

The fair values of the outstanding convertible note derivatives as of December 31, 2019 and their effect on the Statement of Comprehensive Income (Loss) were as follows (in thousands):

| | Fair Value | Gain (Loss) Twelve Months Ended | |
|---|---|---|---|
| | December 31, 2019 | December 31, 2019 | December 31, 2018 |
| Convertible 2021 debt conversion long-term liability | $ — | $ (2,210) | $ 51,696 |
| Convertible 2022 debt conversion long-term liability | — | (6,193) | 50,803 |
| Convertible 2021 note hedge long-term asset | — | 2,852 | (45,887) |
| Convertible 2022 note hedge long-term asset | — | 6,748 | (44,618) |
| Net fair value and net gains (losses) on convertible debt derivatives | $ — | $ 1,197 | $ 11,994 |

The 2021 and 2022 convertible debt conversion liability amounts and the 2021 and 2022 note hedge asset amounts are included in Other Long-Term Obligations and Other Long-Term Assets, respectively, in the company's Consolidated Balance Sheets. The year-to-date changes in the fair values of the convertible debt conversion liabilities and note hedge derivatives were significantly impacted by the change in the company's stock price.

On May 16, 2019, the company received shareholder approval authorizing it to elect to settle future conversions of convertible notes in common shares. As a result of the shareholder approval, the note hedge assets and conversion liabilities may no longer be bifurcated and accounted for as separate derivatives and thus were eliminated together with a corresponding offset to additional paid-in-capital.

# Fair Values

Pursuant to ASC 820, the inputs used to derive the fair value of assets and liabilities are analyzed and assigned a level I, II or III priority, with level I being the highest and level III being the lowest in the hierarchy. Level I inputs are quoted prices in active markets for identical assets or liabilities. Level II inputs are quoted prices for similar assets or liabilities in active markets: quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets. Level III inputs are based on valuations derived from valuation techniques in which one or more significant inputs are unobservable.

On May 16, 2019, the company received shareholder approval to elect to settle future conversions of convertible notes in common shares. As a result of the shareholder approval, the note hedge assets and conversion liabilities may no longer be bifurcated and accounted for as separate derivatives and thus they are no longer accounted for as separate assets and liabilities.

The following table provides a summary of the company's assets and liabilities that are measured on a recurring basis (in thousands):

| | Basis for Fair Value Measurements at Reporting Date | | |
|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets / (Liabilities) | Significant Other Observable Inputs | Significant Other Unobservable Inputs |
| | Level I | Level II | Level III |
| December 31, 2019 | | | |
| Forward exchange contracts—net | — | $ (67) | — |
| December 31, 2018 | | | |
| Forward exchange contracts—net | — | $ 801 | — |
| Convertible 2021 debt conversion liability | — | (1,458) | — |
| Convertible 2021 note hedge asset | — | 1,028 | — |
| Convertible 2022 debt conversion liability | — | (2,611) | — |
| Convertible 2022 note hedge asset | — | 2,062 | — |

The carrying and fair values of the company's financial instruments at December 31, 2019 and 2018 are as follows (in thousands):

| | 2019 | | 2018 | |
|---|---|---|---|---|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Cash and cash equivalents | $ 80,063 | $ 80,063 | $ 116,907 | $ 116,907 |
| Other investments | 85 | 85 | 90 | 90 |
| Installment receivables, net of reserves | 913 | 913 | 1,796 | 1,796 |
| Long-term debt (including current maturities of long-term debt) * | (267,366) | (225,037) | (255,645) | (181,928) |
| Convertible 2021 debt conversion liability in Other Long-Term Obligations | — | — | (1,458) | (1,458) |
| Convertible 2021 note hedge in Other Long-Term Assets | — | — | 1,028 | 1,028 |
| Convertible 2022 debt conversion liability in Other Long-Term Obligations | — | — | (2,611) | (2,611) |
| Convertible 2022 note hedge in Other Long-Term Assets | — | — | 2,062 | 2,062 |
| Forward contracts in Other Current Assets | 838 | 838 | 1,020 | 1,020 |
| Forward contracts in Accrued Expenses | (905) | (905) | (219) | (219) |

* The company's long-term debt is shown net of discount and fees associated with the Convertible Senior Notes due 2021 and 2022 on the company's consolidated balance sheet. Accordingly, the fair values of the Convertible Senior Notes due 2021 and 2022 are included in the long-term debt presented in this table are also shown net of the discount and fees. Long-term debt amounts also include long term lease obligations for both operating and financing leases.

The company, in estimating its fair value disclosures for financial instruments, used the following methods and assumptions:

*Cash, cash equivalents:* The carrying value reported in the balance sheet for cash, cash equivalents equals its fair value.

*Other investments:* The company has an investment in a limited partnership, which is accounted for using the cost method, adjusted for any estimated declines in value. The investment was acquired in a private placement and there is no quoted market price or stated rate of return. The company does not have the ability to easily sell the investment. The company completes an evaluation of the residual value related to such investments in the fourth quarter of each year. No impairment was recognized in 2019, 2018 or 2017.

*Installment receivables:* The carrying value reported in the balance sheet for installment receivables approximates its fair value. The interest rates associated with these receivables have not varied significantly since inception. Management believes that after consideration of the credit risk, the net book value of the installment receivables approximates market value.

*Long-term debt:* Fair value for the company's convertible debt is based on quoted market-based estimates as of the end of the period, while the revolving credit facility fair value is based upon an estimate of the market for similar borrowing arrangements. Long term lease obligations for both operating and financing leases are based on present value of minimum lease payments. The fair values are deemed to be categorized as Level 2 in the fair value hierarchy.

*Convertible debt derivatives:* The fair values for the convertible debt conversion liabilities and note hedge derivatives were based on valuation models in which all the significant inputs are observable in active markets.

*Forward Contracts:* The company operates internationally, and as a result, is exposed to foreign currency fluctuations. Specifically, the exposure includes intercompany loans and third-party sales or payments. In an attempt to reduce this exposure, foreign currency forward contracts are utilized and accounted for as hedging instruments. The forward contracts are used to hedge the following currencies: AUD, CAD, CHF, CNY, DKK, EUR, GBP, MXP, NOK, NZD, SEK and USD. The company does not use derivative financial instruments for speculative purposes. Fair values for the company's foreign exchange forward contracts are based on quoted market prices for contracts with similar maturities. The company's forward contracts are included in Other Current Assets or Accrued Expenses in the Consolidated Balance Sheets.

The gains and losses that result from the majority of the forward contracts are deferred and recognized when the offsetting gains and losses for the identified transactions are recognized. The company recognized a net gain of $2,725,000 in 2019 compared to a gain of $239,000 and a loss of $840,000 in 2018 and 2017, respectively, related to ASC 815 designated derivatives. Gains or losses recognized as the result of the settlement of forward contracts are recognized in cost of products sold for hedges of inventory transactions, sales for hedges of forecasted sales or selling, general and administrative expenses for other hedged transactions.

*Intangibles and Goodwill:* Under *Intangibles—Goodwill and Other*, ASC 350, goodwill and intangible assets deemed to have indefinite lives are subject to annual impairment tests. Furthermore, goodwill and other long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. To review goodwill for impairment in accordance with ASC 350, the company first estimates the fair value of each reporting unit and compares the calculated fair value to the carrying value of each reporting unit. A reporting unit is defined as an operating segment or one level below. The company has determined that its reporting units are North America / HME, Europe, Institutional Products Group and Asia Pacific.

To estimate the fair values of the reporting units, the company utilizes a discounted cash flow method model in which the company forecasts income statement and balance sheet amounts based on assumptions regarding future sales growth, profitability, inventory turns, days' sales outstanding, etc. to forecast future cash flows. The cash flows are discounted using a weighted average cost of capital discount rate where the cost of debt is based on quoted rates for 20-year debt of companies of similar credit risk and the cost of equity is based upon the 20-year treasury rate for the risk-free rate, a market risk premium, the industry average beta and a small cap stock adjustment. The discount rates used have a significant impact upon the discounted cash flow methodology utilized in the company's annual impairment testing as higher discount rates decrease the fair value estimates. The assumptions used are based on a market participant view and yielded a discount rate of 11.88% in 2019 for the company's annual impairment analysis for the reporting units with goodwill compared to 12.41% in 2018 and 9.07% in 2017.

The company also utilizes an Enterprise Value (EV) to EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) Method to compute the fair value of its reporting units which considers potential acquirers and their EV to EBITDA multiples adjusted by an estimated premium. While more weight is given to the discounted cash flow method, the EV to EBITDA Method does provide

corroborative evidence of the reasonableness of the discounted cash flow method results.

While there was no indication of impairment in 2019 related to goodwill for the Europe or Institutional Products Group units, a future potential impairment is possible for these reporting units should actual results differ materially from forecasted results used in the valuation analysis. Furthermore, the company's annual valuation of goodwill can differ materially if the market inputs used to determine the discount rate change significantly. For instance, higher interest rates or greater stock price volatility would increase the discount rate and thus increase the chance of impairment. In consideration of this potential, the company reviewed the results if the discount rate used were 100 basis points higher for the 2019 impairment analysis and determined that there still would not be any indicator of potential impairment for Europe and Institutional Products Group reporting units.

The company recognized an intangible impairment charge in the Institutional Products Group reporting unit, which is part of the North America segment, of $587,000 ($435,000 after-tax) in 2019 and $583,000 ($431,000 after-tax) in 2018 related to a trademark with an indefinite life. The fair value of the trademark was calculated using a relief from royalty payment methodology which requires applying an estimated market royalty rate to forecasted net sales and discounting the resulting cash flows to determine fair value.

The fair values of the company's intangible assets were calculated using inputs that are not observable in the market and included management's own estimates regarding the assumptions that market participants would use and thus these inputs are deemed Level III inputs in regard to the fair value hierarchy.

# Business Segments

The company operates in two primary business segments: North America and Europe with each selling the company's primary product categories, which include: lifestyle, mobility and seating and respiratory therapy products. Sales in Asia Pacific are reported in All Other and include products similar to those sold in North America and Europe. The accounting policies of each segment are the same as those described in the summary of significant accounting policies for the company's consolidated financial statements. Intersegment sales and transfers are based on the costs to manufacture plus a reasonable profit element.

Segment performance is measured and resources are allocated based on a number of factors, with the primary profit or loss measure being segment operating profit (loss). Segment operating profit (loss) represents net sales less cost of products sold less selling general and administrative expenses. Segment operating profit (loss) excludes unallocated corporate general and administrative expenses not allocated to the segments and intersegment sales and profit eliminations, which are included in All Other. In addition, segment operating profit (loss) further excludes charges related to restructuring activities, asset impairments and gain on sale of business (as applicable).

This performance measure, segment operating income (loss), is used by the Chief Operating Decision Maker (CODM) for purposes of making decisions about allocating resources to a segment and assessing its performance. In addition, this metric is reviewed by the company's Board of Directors regarding segment performance and is a key metric in the performance management assessment of the company's employees.

In the first quarter of 2019, the company reassessed the alignment of its reporting segments and combined the North America/Home Medical Equipment (NA/HME) and Institutional Products Group (IPG) segments into a single operating segment, referred to as North America. This change better reflects how the company manages, allocates resources and assesses performance of the businesses contained in the North America segment. Additionally, the company reassessed the activity of the businesses in its former Asia Pacific segment and began reporting the Asia Pacific businesses as part of the All Other segment, since those businesses, individually and collectively, are not large enough relative to the company's overall business to merit disclosure as a separate reporting segment. The company believes that these changes provide improved transparency of the company’s business results to its shareholders, and are better aligned with how the company manages its businesses. Segment results for 2018 and 2017 have been reclassified to reflect the realignment of the company’s reporting segments and be comparable to the segment results for 2019.

As part of the company's realignment of its reportable and operating segments, the company considered whether the reporting units used for purposes of assessing impairment of goodwill should be changed and concluded that no changes were necessary.

The information by segment is as follows (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Revenues from external customers | | | |
| Europe | $ 533,048 | $ 558,518 | $ 535,326 |
| North America | 348,201 | 364,590 | 380,290 |
| All Other (Asia Pacific) | 46,715 | 49,239 | 50,881 |
| Consolidated | $ 927,964 | $ 972,347 | $ 966,497 |
| Intersegment revenues | | | |
| Europe | $ 14,185 | $ 15,784 | $ 13,815 |
| North America | 80,727 | 90,944 | 84,799 |
| All Other (Asia Pacific) | 13,033 | 17,737 | 15,312 |
| Consolidated | $ 107,945 | $ 124,465 | $ 113,926 |
| Restructuring charges before income taxes | | | |
| Europe | $ 9,579 | $ 1,773 | $ 1,975 |
| North America | 1,617 | 1,359 | 8,889 |
| All Other | 633 | 349 | 1,410 |
| Consolidated | $ 11,829 | $ 3,481 | $ 12,274 |

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Depreciation and amortization | | | |
| Europe | $ 7,851 | $ 8,125 | $ 7,446 |
| North America | 6,429 | 6,228 | 5,745 |
| All Other (1) | 1,283 | 1,203 | 1,440 |
| Consolidated | $ 15,563 | $ 15,556 | $ 14,631 |
| Net interest expense | | | |
| Europe | $ 368 | $ 225 | $ 229 |
| North America | 28,070 | 27,355 | 22,006 |
| All Other | 209 | 222 | 199 |
| Consolidated | $ 28,647 | $ 27,802 | $ 22,434 |
| Operating income (loss) | | | |
| Europe | $ 36,174 | $ 32,673 | $ 33,160 |
| North America | (7,592) | (32,506) | (36,992) |
| All Other (1) | (26,576) | (14,397) | (23,733) |
| Charge related to restructuring activities | (11,829) | (3,481) | (12,274) |
| Asset write-off | (587) | (583) | (320) |
| Consolidated operating loss | (10,410) | (18,294) | (40,159) |
| Net gain (loss) on convertible derivatives | 1,197 | 11,994 | (3,657) |
| Loss on debt extinguishment including debt finance charges and fees | (6,165) | — | — |
| Net Interest expense | (28,647) | (27,802) | (22,434) |
| Loss before income taxes | $ (44,025) | $ (34,102) | $ (66,250) |
| Assets | | | |
| Europe | $ 602,471 | $ 611,230 | $ 646,085 |
| North America (2) | 212,733 | 242,341 | 388,021 |
| All Other | 36,922 | 32,284 | 31,927 |
| Consolidated | $ 852,126 | $ 885,855 | $ 1,066,033 |
| Long-lived assets | | | |
| Europe | $ 408,847 | $ 407,021 | $ 430,998 |
| North America (2) | 79,369 | 77,009 | 173,578 |
| All Other | 8,033 | 4,415 | 4,543 |
| Consolidated | $ 496,249 | $ 488,445 | $ 609,119 |
| Expenditures for assets | | | |
| Europe | $ 6,041 | $ 5,348 | $ 5,819 |
| North America | 3,679 | 3,648 | 7,755 |
| All Other | 1,154 | 827 | 995 |
| Consolidated | $ 10,874 | $ 9,823 | $ 14,569 |

(1) Consists of un-allocated corporate SG&A costs and intercompany profits, which do not meet the quantitative criteria for determining reportable segments.

(2) Total assets and long-lived assets materially impacted by change in the fair value of the company's convertible note hedge assets.

Net sales by product, are as follows (in thousands):

| | 2019 | 2018 | 2017 |
|---|---|---|---|
| Europe | | | |
| Lifestyle | $ 245,987 | $ 263,340 | $ 266,290 |
| Mobility and Seating | 249,144 | 252,997 | 225,909 |
| Respiratory Therapy | 19,258 | 23,736 | 26,261 |
| Other(1) | 18,659 | 18,445 | 16,866 |
| | $ 533,048 | $ 558,518 | $ 535,326 |
| North America | | | |
| Lifestyle | $ 173,039 | $ 172,622 | $ 179,563 |
| Mobility and Seating | 121,955 | 122,013 | 112,448 |
| Respiratory Therapy | 51,649 | 67,797 | 85,760 |
| Other(1) | 1,558 | 2,158 | 2,519 |
| | $ 348,201 | $ 364,590 | $ 380,290 |
| All Other (Asia Pacific) | | | |
| Mobility and Seating | $ 28,448 | $ 31,286 | $ 29,096 |
| Lifestyle | 10,831 | 10,829 | 14,003 |
| Respiratory Therapy | 1,283 | 1,330 | 1,640 |
| Other(1) | 6,153 | 5,794 | 6,142 |
| | $ 46,715 | $ 49,239 | $ 50,881 |
| Total Consolidated | $ 927,964 | $ 972,347 | $ 966,497 |

(1) Includes various services, including repair services, equipment rentals and external contracting.

No single customer accounted for more than 5.2% of the company's sales.

# Contingencies

General

In the ordinary course of its business, the company is a defendant in a number of lawsuits, primarily product liability actions in which various plaintiffs seek damages for injuries allegedly caused by defective products. All the product liability lawsuits that the company faces in the United States have been referred to the company's captive insurance company and/or excess insurance carriers while all non-U.S. lawsuits have been referred to the company's commercial insurance carriers. All such lawsuits are generally contested vigorously. The coverage territory of the company's insurance is worldwide with the exception of those countries with respect to which, at the time the product is sold for use or at the time a claim is made, the U.S. government has suspended or prohibited diplomatic or trade relations. The amount recorded for identified contingent liabilities is based on estimates. Amounts recorded are reviewed periodically and adjusted to reflect additional technical and legal information that becomes available. Actual costs to be incurred in future periods may vary from the estimates, given the inherent uncertainties in evaluating certain exposures.

As a medical device manufacturer, the company is subject to extensive government regulation, including numerous laws directed at preventing fraud and abuse and laws regulating reimbursement under various government programs. The marketing, invoicing, documenting, developing, testing, manufacturing, labeling, promoting, distributing and other practices of health care suppliers and medical device manufacturers are all subject to government scrutiny. Most of the company's facilities are subject to inspection at any time by the FDA or similar medical device regulatory agencies in other jurisdictions. Violations of law or regulations can result in administrative, civil and criminal penalties and sanctions, which could have a material adverse effect on the company's business.

Medical Device Regulatory Matters

The FDA in the United States and comparable medical device regulatory authorities in other jurisdictions regulate virtually all aspects of the marketing, invoicing, documenting, development, testing, manufacturing, labeling, promotion, distribution and other practices regarding medical devices. The company and its products are subject to the laws and regulations of the FDA and other regulatory bodies in the various jurisdictions where the company's products are manufactured or sold. The company's failure to comply with the regulatory requirements of the FDA and other applicable medical device regulatory requirements can subject the company to administrative or judicially imposed sanctions or enforcement actions. These sanctions include injunctions, consent decrees, warning letters, civil penalties, criminal penalties, product seizure or detention, product recalls and total or partial suspension of production.

In December 2012, the company became subject to a consent decree of injunction filed by FDA with respect to the company's Corporate facility and its Taylor Street manufacturing facility in Elyria, Ohio. The consent decree initially limited the company's (i) manufacture and distribution of power and manual wheelchairs, wheelchair components and wheelchair sub-assemblies at or from its Taylor Street manufacturing facility, except in verified cases of medical necessity, (ii) design activities related to wheelchairs and power beds that take place at the impacted Elyria facilities and (iii) replacement, service and repair of products already in use from the Taylor Street manufacturing facility. Under the terms of the consent decree, in order to resume full operations, the company had to successfully complete independent, third-party expert certification audits at the impacted Elyria facilities, comprising three distinct certification reports separately submitted to, and subject to acceptance by, FDA; submit its own report to the FDA; and successfully complete a reinspection by FDA of the company's Corporate and Taylor Street facilities.

On July 24, 2017, following its June 2017 reinspection of the Corporate and Taylor Street facilities, FDA notified the company that it is in substantial compliance with the FDA Act, FDA regulations and the terms of the consent decree and, that the company was permitted to resume full operations at those facilities including the resumption of unrestricted sales of products made in those facilities.

The consent decree will continue in effect for at least five years from July 24, 2017, during which time the company's Corporate and Taylor Street facilities must complete two semi-annual audits in the first year and then four annual audits in the next four years performed by a company-retained expert firm. The expert audit firm will determine whether the facilities remain in continuous compliance with the FDA Act, FDA regulations and the terms of the consent decree. The FDA has the authority to inspect these facilities and any other FDA registered facility, at any time.

The FDA has continued to actively inspect the company's facilities, other than through the processes established under the consent decree. The company expects that the FDA will, from time to time, inspect substantially all the company's domestic and foreign FDA-registered facilities.

The results of regulatory claims, proceedings, investigations, or litigation are difficult to predict. An unfavorable resolution or outcome of any FDA warning letters or inspectional observations, or other FDA enforcement related to company facilities, could materially

and adversely affect the company's business, financial condition, and results of operations.

The limitations previously imposed by the FDA consent decree negatively affected net sales in the North America segment and, to a certain extent, the Asia Pacific region beginning in 2012. The limitations led to delays in new product introductions. Further, uncertainty regarding how long the limitations would be in effect limited the company's ability to renegotiate and bid on certain customer contracts and otherwise led to a decline in customer orders.

Although the company has been permitted to resume full operations at the Corporate and Taylor Street facilities, the negative effect of the consent decree on customer orders and net sales in the North America segment and Asia Pacific region has been considerable, and it is uncertain as to whether, or how quickly, the company will be able to rebuild net sales to more typical historical levels, irrespective of market conditions. Accordingly, when compared to the company's 2010 results, the previous limitations in the consent decree had, and likely may continue to have, a material adverse effect on the company's business, financial condition and results of operations.

Separately, net sales in the North America segment have declined as a result of the company's strategic focus away from lower margin, less differentiated products as the company becomes more focused on its clinically complex products and as a result of changes in reimbursement in the U.S. which became effective January 1, 2019.

Warranty Matters

The company's warranty reserves are subject to adjustment in future periods based on historical analysis of warranty claims and as new developments occur that may change the company's estimates related to specific product recalls. See Current Liabilities in the Notes to the Consolidated Financial Statements for the total provision amounts and a reconciliation of the changes in the warranty accrual.

Any of the above contingencies could have an adverse impact on the company's financial condition or results of operations.

# Subsequent Events

On March 7, 2020, the company, completed the sale (the "Transaction") of its indirect subsidiary, Dynamic Controls, a New Zealand incorporated unlimited company ("Dynamic Controls"), to Allied Motion Christchurch Limited, a New Zealand limited company (the "Purchaser"), pursuant to a Securities Purchase Agreement among the company, Invacare Holdings New Zealand, a New Zealand incorporated unlimited company, and the Purchaser, dated March 6, 2020 (the "Purchase Agreement"). Dynamic Controls is a producer of electronic control systems for powered medical mobility devices, including systems incorporating the LiNX™ technology platform. Dynamic Controls was a component of the All Other Segment.

Dynamic Controls is a supplier of power mobility products and respiratory components to the company as well as supplying power mobility products to external customers. In 2019, total sales were $17,174,000, including $13,087,000 in intercompany sales, compared to 2018 sales of $19,982,000, including $17,778,000 in intercompany sales. Earnings before Income Taxes was approximately $853,000 and $2,462,000 in 2019 and 2018, respectively, inclusive of intercompany profits on sales to the company.

The decline in revenue and profits in 2019 as compared to 2018 was the result of lower intercompany sales as the Company focused on improving its working capital, specifically related to inventory globally, which temporarily impacted the demand for product from Dynamic Controls. In addition, the decline in respiratory sales as result of reimbursement changes in the U.S. as well as the company's strategic decision to balance sales volume growth with optimizing profitability, also reduced intercompany sales and related profit in 2019 as compared to 2018.

The transaction was the result of considering options for the products sold by Dynamic Controls which resulted in selling the business to a third-party which can provide access to further technological innovations to further differentiate the company's power mobility products.

Upon the closing of the Transaction, the price paid to the company for Dynamic Controls was approximately $15,000,000 in cash, which is subject to certain post-closing adjustments required by the Purchase Agreement. The company estimates net proceeds from the Transaction are approximately $12,800,000, net of taxes and expenses. The company expects to realize a pre-tax gain of approximately $13,300,000.

The Purchase Agreement contains customary indemnification obligations of each party with respect to breaches of their respective representations, warranties and covenants, and certain other specified matters, which are subject to certain exceptions, terms and limitations described further in the Purchase Agreement.

At the closing of the Transaction, the parties entered into a supply agreement pursuant to which Dynamic Controls will supply certain electronic components as required by the company for a five-year period following the Transaction, including ongoing supply and support of the LiNX™ electronic control system with informatics technology, continued contract manufacturing of certain electronic components for the company's respiratory products and continued infrastructure and applications support for the informatics solution for the company's respiratory products. The estimated continued inflows and outflows following the disposal with the Purchaser are not expected to be material to the company.

The asset and liabilities of Dynamic Controls as of December 31, 2019 and 2018 consist of the following (in thousands):

| | 2019 | 2018 |
|---|---|---|
| Trade receivables, net | $ 1,804 | $ 2,528 |
| Inventories, net | 3,008 | 2,980 |
| Other assets | 933 | 1,014 |
| Property and equipment, net | 707 | 847 |
| Operating lease assets, net | 1,870 | — |
| Total assets | $ 8,322 | $ 7,369 |
| | | |
| Accounts payable | $ 4,501 | $ 5,183 |
| Accrued expenses | 2,108 | 1,614 |
| Current taxes payable | 92 | 50 |
| Current portion of operating lease obligations | 393 | — |
| Operating lease long-term obligations | 1,754 | — |
| Total liabilities | $ 8,848 | $ 6,847 |

# Interim Financial Information

| (In thousands, except per share data - unaudited) | QUARTER ENDED | | | |
|---|---|---|---|---|
| **2019** | **March 31,** | **June 30,** | **September 30,** | **December 31,** |
| Net sales | $ 223,419 | $ 235,858 | $ 235,774 | $ 232,913 |
| Gross profit | 61,455 | 65,066 | 67,585 | 67,961 |
| Loss before income taxes | (11,936) | (10,642) | (4,741) | (16,706) |
| Net loss | (13,886) | (12,717) | (8,041) | (18,683) |
| Net loss per share—basic | (0.42) | (0.38) | (0.24) | (0.56) |
| Net loss per share—assuming dilution * | (0.42) | (0.38) | (0.24) | (0.56) |
| **2018** | **March 31,** | **June 30,** | **September 30,** | **December 31,** |
| Net sales | $ 237,060 | $ 246,152 | $ 244,559 | $ 244,576 |
| Gross profit | 66,517 | 67,346 | 65,589 | 68,224 |
| Loss from before income taxes | (11,758) | (13,568) | (8,226) | (550) |
| Net loss | (14,108) | (16,543) | (12,026) | (1,245) |
| Net loss per share—basic | (0.43) | (0.50) | (0.36) | (0.04) |
| Net loss per share—assuming dilution * | (0.43) | (0.50) | (0.36) | (0.04) |

* Net earnings (loss) per share assuming dilution calculated utilizing weighted average shares outstanding - basic in periods in which there is a net loss.

The description of significant items affecting continuing operations for each quarter presented are detailed below.

Loss and loss per share for the quarter ended March 31, 2019 reflects restructuring charges of $692,000 ($642,000 after tax or $0.02 per share assuming dilution) and net loss on convertible debt derivatives of $273,000 ($273,000 after tax or $0.01 per share assuming dilution).

Loss and loss per share for the quarter ended June 30, 2019 reflects restructuring charges of $1,321,000 ($1,200,000 after tax or $0.04 per share assuming dilution) and net gain on convertible debt derivatives of $1,470,000 ($1,470,000 after tax or $0.04 per share assuming dilution).

Loss and loss per share for the quarter ended September 30, 2019 reflects restructuring charges of $1,628,000 ($1,229,000 after tax or $0.04 per share assuming dilution).

Loss and loss per share for the quarter ended December 31, 2019 reflects restructuring charges of $8,188,000 pre-tax ($5,932,000 after tax or $0.18 per share assuming dilution), loss on debt extinguishment including debt finance charges and fees of $5,885,000 pre-tax ($5,885,000 after tax or $0.17 per share assuming dilution) and an intangible asset impairment of $587,000 ($435,000 after-tax expense or $0.01 per share assuming dilution).

Loss and loss per share for the quarter ended March 31, 2018 reflects restructuring charges of $401,000 ($340,000 after tax or $0.01 per share assuming dilution) and net gain on convertible debt derivatives of $103,000 ($103,000 after tax or $0.00 per share assuming dilution).

Loss and loss per share for the quarter ended June 30, 2018 reflects restructuring charges of $344,000 ($330,000 after tax or $0.01 per share assuming dilution) and net gain on convertible debt derivatives of $21,000 ($21,000 after tax or $0.00 per share assuming dilution).

Loss and loss per share for the quarter ended September 30, 2018 reflects restructuring charges of $920,000 ($885,000 after tax or $0.03 per share assuming dilution) and net gain on convertible debt derivatives of $4,080,000 ($4,080,000 after tax or $0.12 per share assuming dilution).

Loss and loss per share for the quarter ended December 31, 2018 reflects restructuring charges of $1,816,000 pre-tax ($1,694,000 after tax or $0.05 per share assuming dilution), net gain on convertible debt derivatives of $7,790,000 ($7,790,000 after tax or $0.23 per share assuming dilution), an intangible asset impairment of 583,000 ($431,000 after-tax expense or $0.01 per share assuming dilution) and a non-cash tax benefit of $2,023,000 ($0.06 per share assuming dilution) related to the revaluation of net deferred tax liabilities as a result of the new U.S. tax reform legislation.

# SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

| | COL A. Balance At Beginning of Period | COL B. Charged To Cost And Expenses | COL C. Additions (Deductions) Describe | COL D. Balance At End of Period |
|---|---|---|---|---|
| | | (In thousands) | | |
| **Year Ended December 31, 2019** | | | | |
| Deducted from asset accounts— | | | | |
| Allowance for doubtful accounts | $ 6,810 | $ 955 | $ (1,447) (A) | $ 6,318 |
| Inventory obsolescence reserve | 18,342 | 3,542 | (3,706) (B) | 18,178 |
| Tax valuation allowances | 174,659 | (8,413) | (3,456) (C) | 162,790 |
| Accrued warranty cost | 16,353 | 6,155 | (10,882) (B) | 11,626 |
| Accrued product liability | 16,593 | 2,527 | (2,970) (D) | 16,150 |
| **Year Ended December 31, 2018** | | | | |
| Deducted from asset accounts— | | | | |
| Allowance for doubtful accounts | $ 7,757 | $ 2,029 | $ (2,976) (A) | $ 6,810 |
| Inventory obsolescence reserve | 19,003 | 3,673 | (4,334) (B) | 18,342 |
| Tax valuation allowances | 167,203 | 13,517 | (6,061) (C) | 174,659 |
| Accrued warranty cost | 22,468 | 7,616 | (13,731) (B) | 16,353 |
| Accrued product liability | 16,480 | 5,586 | (5,473) (D) | 16,593 |
| **Year Ended December 31, 2017** | | | | |
| Deducted from asset accounts— | | | | |
| Allowance for doubtful accounts | $ 9,754 | $ 2,042 | $ (4,039) (A) | $ 7,757 |
| Inventory obsolescence reserve | 17,795 | 4,922 | (3,714) (B) | 19,003 |
| Tax valuation allowances | 173,981 | (9,203) | 2,425 (C) | 167,203 |
| Accrued warranty cost | 23,302 | 11,083 | (11,917) (B) | 22,468 |
| Accrued product liability | 20,611 | 5,062 | (9,193) (D) | 16,480 |

Note (A)—Uncollectible accounts written off, net of recoveries.

Note (B)—Amounts written off or payments incurred.

Note (C)—Other activity not affecting federal or foreign tax expense.

Note (D)—Loss and loss adjustment.

**Exhibit 31.1**

**CERTIFICATIONS**

I, Matthew E. Monaghan, certify that:

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

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

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

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

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

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

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

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

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

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

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

INVACARE CORPORATION

/s/ MATTHEW E. MONAGHAN

Matthew E. Monaghan
*Chief Executive Officer*
*(Principal Executive Officer)*

Date: March 9, 2020

**Exhibit 31.2**

**CERTIFICATIONS**

I, Kathleen P. Leneghan, certify that:

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

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

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

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

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

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

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

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

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

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

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

INVACARE CORPORATION

/s/ KATHLEEN P. LENEGHAN

Kathleen P. Leneghan
*Chief Financial Officer*
*(Principal Financial Officer)*

Date: March 9, 2020

**Exhibit 32.1**

**Certification**
**Pursuant to Section 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 Invacare Corporation (the "company") on Form 10-K for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew E. Monaghan, Chief Executive Officer of the company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the company.

/s/ MATTHEW E. MONAGHAN

Matthew E. Monaghan
*Chief Executive Officer*
*(Principal Executive Officer)*

Date: March 9, 2020

A signed original of this written statement required by Section 906 has been provided to Invacare Corporation and will be retained by Invacare Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**Exhibit 32.2**

**Certification**
**Pursuant to Section 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 Invacare Corporation (the "company") on Form 10-K for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kathleen P. Leneghan, Chief Financial Officer of the company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the company.

/s/ KATHLEEN P. LENEGHAN

Kathleen P. Leneghan
*Chief Financial Officer*
*(Principal Financial Officer)*

Date: March 9, 2020

A signed original of this written statement required by Section 906 has been provided to Invacare Corporation and will be retained by Invacare Corporation and furnished to the Securities and Exchange Commission or its staff upon request.