

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>SEGA OF AMERICA, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1992</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1992</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SEGA OF AMERICA, INC.</u> <u>6400 OAK CANYON</u> <u>STE 100</u> <u>IRVINE, CA 92618</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>77-0061441</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>415-701-6000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>77-0061441</u>	2c Plan Sponsor's telephone number <u>415-701-6000</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>77-0061441</u>					
2c Plan Sponsor's telephone number <u>415-701-6000</u>					
2d Business code (see instructions) <u>551112</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2022</u>	<u>MITSUHIRO TANAKA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	412
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	210
a(2) Total number of active participants at the end of the plan year		6a(2)	215
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits		6c	191
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	406
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1
f Total. Add lines 6d and 6e		6f	407
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	357
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	36
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan SEGA OF AMERICA, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SEGA OF AMERICA, INC.	D Employer Identification Number (EIN) 77-0061441	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 67 68	RECORDKEEPER	39653	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MMA SECURITIES LLC

22-3570392

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	RETAINED BY EMPLOYER	30216	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>		
A Name of plan <u>SEGA OF AMERICA, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SEGA OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>77-0061441</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	44956	32340
(9) Value of interest in common/collective trusts.....	1c(9)	403731	449690
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	25924220	30448035
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities.....	1d(1)	
(2)	Employer real property.....	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	26372907 30930065
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness.....	1i	
j	Other liabilities.....	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	26372907 30930065

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	578334
	(B) Participants	2a(1)(B)	1668732
	(C) Others (including rollovers).....	2a(1)(C)	401046
(2)	Noncash contributions.....	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	2648112
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans.....	2b(1)(E)	2911
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	2911
(2)	Dividends: (A) Preferred stock.....	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	659083
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	659083
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		7917
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3429770
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6747793
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2120507	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2120507
f Corrective distributions (see instructions).....	2f		259
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	39653	
(3) Investment advisory and management fees.....	2i(3)	30216	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		69869
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2190635
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		4557158
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: EOS ACCOUNTANTS LLP

(2) EIN: 22-3462644

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.			
5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)			
5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)	
5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.			

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan <u>SEGA OF AMERICA, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SEGA OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>77-0061441</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>80-0709115</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year.....

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

**Financial Statements
and Supplemental Schedule**

Sega of America, Inc. 401(k) Plan

*As of December 31, 2021 and 2020
and for the Year Ended December 31, 2021
with Independent Auditor's Report*



Sega of America, Inc. 401(k) Plan

Financial Statements and Supplemental Schedule

As of December 31, 2021 and 2020
and for the Year Ended December 31, 2021

Contents

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Independent Auditor's Report

To the Retirement Plan Committee of the
Sega of America, Inc. 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Sega of America, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section

- The amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").



- The information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("U.S. GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of



internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



Other Matters

2021 Supplemental Schedule Required by ERISA

The supplemental schedule of Schedule H, Part IV Line 4(i) – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 5, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Eos Accountants LLP

September 29, 2022

Sega of America, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Assets:		
Investments at fair value:		
Common collective trust fund	\$ 449,690	\$ 403,731
Mutual funds	30,448,035	25,924,220
Total investments at fair value	<u>30,897,725</u>	<u>26,327,951</u>
 Receivables:		
Employee contributions	-	34,171
Employer contributions	79,417	62,005
Notes receivable from participants	32,340	44,732
Total receivables	<u>111,757</u>	<u>140,908</u>
 Total assets	<u>31,009,482</u>	<u>26,468,859</u>
 Liabilities:		
Accrued expenses	10,721	8,893
 Net assets available for benefits	<u>\$ 30,998,761</u>	<u>\$ 26,459,966</u>

See accompanying notes.

Sega of America, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 3,437,687
Dividends	659,083
Total investment income	<u>4,096,770</u>

Interest income on notes receivable from participants	2,911
---	-------

Contributions:

Participant contributions	1,634,785
Employer contributions	595,746
Rollover contributions	401,046
Total contributions	<u>2,631,577</u>

Total additions	<u>6,731,258</u>
-----------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	2,120,766
Administrative expenses	71,697
Total deductions	<u>2,192,463</u>

Net increase	<u>4,538,795</u>
--------------	------------------

Net assets available for benefits - Beginning of year	<u>26,459,966</u>
---	-------------------

Net assets available for benefits - End of year	<u><u>\$ 30,998,761</u></u>
---	-----------------------------

See accompanying notes.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2021 and 2020

1. Plan Description and Related Information

The following description of the Sega of America, Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan.

General – The Plan is a defined contribution plan covering all employees of Sega of America, Inc. (the “Employer”) and its participating employers, Atlus U.S.A., Inc. (“Atlus”) and Sega Sammy Creation U.S.A., Inc. (collectively, the “Company”) who meet the eligibility requirements of the Plan. Effective March 31, 2019, Atlus merged into the Employer and all Atlus employees were transferred to the Employer. On September 30, 2020, Atlus withdrew from the Plan as a participating employer.

The Employer through the Sega of America, Inc. Retirement Plan Committee (the “Retirement Plan Committee”) is responsible for the general administration of the Plan. Plan assets are held in accordance with a trust agreement between the Employer and John Hancock Trust Company, LLC (the “Trustee”). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (“IRC”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan was established to encourage long-term savings and provide benefits upon retirement, disability, death, or termination of employment. Under the Plan, an employee becomes eligible to participate when he or she has attained the age of 18. There are no service requirements. Temporary employees must complete one year of service to become eligible. A year of service is a consecutive 12-month period in which he or she works at least 1,000 hours. Union employees, non-resident aliens, and independent contractors are excluded from the Plan.

Contributions – Participants may contribute up to 100% of their annual compensation, as defined by the Plan. For all periods, contributions are subject to limitations set forth by the IRC. The annual limit was \$19,500 in 2021 and 2020 as set forth by Section 401(g) of the IRC. Participants who are age 50 or older by the end of the Plan year can contribute an additional \$6,500 (“catch-up contribution”) in 2021 and 2020 above the annual limit. Participants may choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two, subject to the aggregate limits. Both types of contributions are eligible for the Company matching contributions. Catch-up contributions are not eligible for the Company matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan also accepts rollover contributions of amounts representing distributions from other qualified plans, 403(b) annuities, and 457(b) plans. Roth 401(k) rollovers are permitted.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

The Company matches 50% of the first 6% of each participant's contributions. These Company matching contributions are made on the same date as the participant 401(k) contributions. For the year ended December 31, 2021, the Company made matching contributions of approximately \$596,000. The Plan also provides for Qualified Non-Elective Contributions ("QNEC"), of which none were made during the year ended December 31, 2021.

Vesting – Participant contributions and related earnings and losses are 100% vested at all times. Participants with an hour of service on or after October 1, 2015 become 20% vested in Company contributions after one year of service and continue to vest an additional 20% for each subsequent year of service, becoming 100% vested after five years of service. Participants who terminated before October 1, 2015 became fully vested after six years of service.

Participants become fully vested upon death, disability, or attainment of normal retirement age.

Participant Accounts – Each participant's account is credited with the participant's contributions, Company contributions, and an allocation of Plan earnings and charged with an allocation of administrative expenses and withdrawals, as applicable. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeited Accounts – Forfeitures result from the termination of a participant before becoming 100% vested under the Plan. These accounts are used to pay administrative expenses of the Plan and then reduce Company contributions. At December 31, 2021 and 2020, forfeited non-vested accounts totaled approximately \$6,000 and \$5,000, respectively. During the year ended December 31, 2021, approximately \$14,000 of forfeitures were used to pay Plan expenses and to reduce employer matching contributions.

Notes Receivable from Participants – Participants may borrow from a minimum of \$1,000 up to the lesser of 50% of their vested account balance in the Plan or \$50,000, reduced by the highest outstanding loan balance in the preceding 12 months. Loan repayment terms should be no more than 5 years, but a longer repayment term of up to 15 years is allowed for the purchase of a principal residence. The loans are secured by the participant's vested account balance and bear interest at the rate of Prime plus 2% on the date the loan is processed. Principal and interest are paid ratably through payroll deductions. At December 31, 2021, the interest rates ranged from 5.50% to 7.50% with maturities at various dates through 2024.

Payment of Benefits – Upon retirement, death, disability, or termination of employment, a participant or designated beneficiary may elect to receive the vested account balance as a lump-sum payment, installment, or defer the payment as specified by the Plan. Hardship withdrawals are allowed under the Plan if participants meet the requirements for such a withdrawal as defined by the Plan Agreement.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Plan Termination – While it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, all amounts credited to participant accounts will become 100 % vested.

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Valuation of Investments and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Retirement Plan Committee determines the Plan’s valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note 4 for discussion of fair value measurements.

The purchase and sale of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants’ account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants – Notes receivable from participants are stated at the unpaid principal balance plus any accrued but unpaid interest. Upon default of a loan, the participant’s accrued benefit will be reduced by the outstanding principal balance of the loan plus accrued but unpaid interest in accordance with the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2021 and 2020. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Payment of Benefits – Benefit payments to participants are recorded when paid.

Administrative Expenses – Administrative expenses of the Plan are paid by either the Plan or the Employer, as provided by the Plan document. Expenses that are paid by the Employer are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments. For the year ended December 31, 2021, administrative expenses paid by the Plan totaled approximately \$72,000.

Subsequent Events – The Plan has evaluated subsequent events through September 29, 2022 (report date), the date that the financial statements were available to be issued. Management has determined that there are no subsequent events required to be recorded or disclosed.

Recently Adopted Accounting Pronouncement – In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-03, "Codification Improvements to Financial Instruments," which made narrow-scope improvements to various aspects of the financial instruments guidance. ASU 2020-03 became effective on January 1, 2020. The adoption of this ASU did not have any significant impact on the Plan.

3. Amounts Certified by Trustee (Unaudited)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following is a summary of the unaudited information that was certified as complete and accurate by the Trustee as of December 31, 2021 and 2020 and for the year ended December 31, 2021.

Statements of Net Assets Available for Benefits – Investments of \$30,897,725 and \$26,327,951 as of December 31, 2021 and 2020, respectively, and notes receivable from participants of \$32,340 and \$44,956 as of December 31, 2021 and 2020, respectively.

Statement of Changes in Net Assets Available for Benefits – Net appreciation in fair value of investments of \$3,437,687, dividends of \$659,083, and interest income on notes receivable from participants of \$2,911 for the year ended December 31, 2021.

Note 4 – All investment balances and information in the note, excluding classifications by level.

Supplemental Schedule – Schedule of Assets (Held at End of Year) as of December 31, 2021.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB Accounting Standards Codification (“ASC”) 820, “Fair Value Measurements” are described as follows:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include:

- a. quoted prices for similar assets or liabilities in active markets;
- b. quoted prices for identical or similar assets or liabilities in inactive markets;
- c. inputs other than quoted prices that are observable for the asset or liability;
- d. inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (“NAV”) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1 investments.

Common collective trust fund: Valued using the NAV provided by the Trustee as a practical expedient, and therefore are not assigned to a level within the fair value hierarchy. The NAV is based on the value of the underlying assets held by the fund, less its liabilities and then divided by the number of shares outstanding. This practical expedient is not used when it is deemed probable that the fund will sell the investment for an amount different than the reported NAV.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021 and 2020:

<i>Investments at December 31, 2021</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 30,448,035	\$ -	\$ -	\$ 30,448,035
Investments measured at NAV*:				
- Common collective trust fund				449,690
Total investments at fair value				<u>\$ 30,897,725</u>

<i>Investments at December 31, 2020</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 25,924,220	\$ -	\$ -	\$ 25,924,220
Investments measured at NAV*:				
- Common collective trust fund				403,731
Total investments at fair value				<u>\$ 26,327,951</u>

*Certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

The valuation methods as described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

5. Related Party Transactions and Party-in-Interest Transactions

The Plan invests in mutual funds and a common collective trust fund which are managed by the Trustee. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Transactions in such investments qualify as exempt party-in-interest transactions. Approximately \$24,908,000 and \$21,589,000 were invested in these mutual funds at December 31, 2021 and 2020, respectively. The Plan's investment in the common collective trust fund managed by the Trustee was approximately \$450,000 and \$404,000 as of December 31, 2021 and 2020, respectively. The Plan paid administrative expenses of approximately \$72,000 for the year ended December 31, 2021. Notes receivable from participants are also considered party-in-interest transactions which amounted to approximately \$32,000 and \$45,000, respectively, as of December 31, 2021 and 2020.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Effective October 1, 2018, John Hancock Retirement Plan Services (“JHRPS”) provides certain administrative services to the Plan pursuant to a Service Agreement between JHRPS and the Plan. JHRPS receives revenue from certain investment fund service providers for services it provides to those investment funds. This revenue is used to offset amounts owed to JHRPS for its administrative services provided to the Plan.

JHRPS has agreed to waive the cost of Plan services to the extent that it receives service revenue attributable to Plan investments. To the extent that the aggregate JHRPS service revenue attributable to Plan investments is less than the cost of Plan services, the Plan sponsor will pay JHRPS an amount equal to the revenue shortfall. If the revenue received by JHRPS from such investment fund service providers exceeds the amount owed under the Plan document, JHRPS remits the excess to the Plan’s trust for the payment of ERISA-qualified Plan administrative expenses, as determined by the Plan administrator. For the year ended December 31, 2021, there was no excess revenue.

6. Tax Status

On March 31, 2014, the Internal Revenue Service (“IRS”) stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself since its adoption of the prototype plan. The Plan has been amended since the adoption of the prototype plan. The Plan administrator continues to believe that the Plan is being operated in accordance with the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires that Plan management evaluates tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500, Schedule H, Part I:

	December 31,	
	2021	2020
Net assets available for benefits per the financial statements	\$ 30,998,761	\$ 26,459,966
Less: Contributions receivable not recorded on the Form 5500	(79,417)	(96,176)
Add: Notes receivable from participants not recorded on the Form 5500	-	224
Add: Accrued expense not recorded on the Form 5500	10,721	8,893
Net assets available for benefits per the Form 5500	<u>\$ 30,930,065</u>	<u>\$ 26,372,907</u>

The following is a reconciliation of the net increase in assets available for benefits as reported in the December 31, 2021 financial statements to the net income as reported on the December 31, 2021 Form 5500, Schedule H, Part II:

	Year Ended
	December 31, 2021
Net increase in assets available for benefits per the financial statements	\$ 4,538,795
Less: Contributions receivable at December 31, 2021	(79,417)
Less: Accrued expense at December 31, 2020	(8,893)
Add: Contributions receivable at December 31, 2020	95,952
Add: Accrued expense at December 31, 2021	10,721
Net income per the Form 5500	<u>\$ 4,557,158</u>

SUPPLEMENTAL SCHEDULE

Sega of America, Inc. 401(k) Plan

EIN: 77-0061441 Plan: 001

Schedule H, Part IV, Line 4(i) —Schedule of Assets (Held at End of Year)

December 31, 2021

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
Mutual Funds:			
	Fidelity	Fidelity Advisor Total Bond Z	\$ 429,310
	PIMCO	PIMCO Income Fund Instl	249,634
*	John Hancock	JH Multi-Index 2015 Lifetime Portfolio R6	568,023
*	John Hancock	JH Multi-Index 2020 Lifetime Portfolio R6	1,206,160
*	John Hancock	JH Multi-Index 2025 Lifetime Portfolio R6	2,530,047
*	John Hancock	JH Multi-Index 2030 Lifetime Portfolio R6	4,917,330
*	John Hancock	JH Multi-Index 2035 Lifetime Portfolio R6	4,905,290
*	John Hancock	JH Multi-Index 2040 Lifetime Portfolio R6	4,248,809
*	John Hancock	JH Multi-Index 2045 Lifetime Portfolio R6	3,968,415
*	John Hancock	JH Multi-Index 2050 Lifetime Portfolio R6	1,450,347
*	John Hancock	JH Multi-Index 2055 Lifetime Portfolio R6	674,524
*	John Hancock	JH Multi-Index 2060 Lifetime Portfolio R6	438,577
	Vanguard	Vanguard 500 Index Fund Admiral	1,684,528
	American Century Investments	American Century Small Cap Value R6	95,289
	Janus Henderson	Janus Henderson Triton Fund Class N	772,692
	MFS	MFS Value Fund Class R6	209,723
	T. Rowe Price	T Rowe Price Blue Chip Growth I	425,066
	Vanguard	Vanguard Mid-Cap Index Fund Admiral	460,212
	Vanguard	Vanguard Small-Cap Index Fund Admiral	452,399
	American Century Investments	American Century Emerging Markets Fund	54,780
	American Funds	American Funds EuroPacific Growth Fund	148,640
	Vanguard	Vanguard Total Intl Stock Index Fund Admiral Shares	316,375
	Vanguard	Vanguard Total Bond Market Index Fund Admiral	234,933
	JPMorgan	JPMorgan US Government Money Market Capital	6,932
			30,448,035
Common Collective Trust Fund:			
*	John Hancock	John Hancock Stable Value Fund R6	449,690
Other:			
*	Notes receivable from participants	Interest rates ranging from 5.50% to 7.50% with maturities through 2024	32,340
		Total	\$ 30,930,065

* Denotes party-in-interest to the Plan.

Column (d), cost, has been omitted as all investments are participant directed.

See accompanying independent auditor's report.

**Financial Statements
and Supplemental Schedule**

Sega of America, Inc. 401(k) Plan

*As of December 31, 2021 and 2020
and for the Year Ended December 31, 2021
with Independent Auditor's Report*



Sega of America, Inc. 401(k) Plan

Financial Statements and Supplemental Schedule

As of December 31, 2021 and 2020
and for the Year Ended December 31, 2021

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Independent Auditor's Report

To the Retirement Plan Committee of the
Sega of America, Inc. 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Sega of America, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section

- The amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").



- The information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("U.S. GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of



internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



Other Matters

2021 Supplemental Schedule Required by ERISA

The supplemental schedule of Schedule H, Part IV Line 4(i) – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 5, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Eos Accountants LLP

September 29, 2022

Sega of America, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Assets:		
Investments at fair value:		
Common collective trust fund	\$ 449,690	\$ 403,731
Mutual funds	30,448,035	25,924,220
Total investments at fair value	<u>30,897,725</u>	<u>26,327,951</u>
 Receivables:		
Employee contributions	-	34,171
Employer contributions	79,417	62,005
Notes receivable from participants	32,340	44,732
Total receivables	<u>111,757</u>	<u>140,908</u>
 Total assets	<u>31,009,482</u>	<u>26,468,859</u>
 Liabilities:		
Accrued expenses	10,721	8,893
 Net assets available for benefits	<u>\$ 30,998,761</u>	<u>\$ 26,459,966</u>

See accompanying notes.

Sega of America, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 3,437,687
Dividends	659,083
Total investment income	<u>4,096,770</u>

Interest income on notes receivable from participants	2,911
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Contributions:

Participant contributions	1,634,785
Employer contributions	595,746
Rollover contributions	401,046
Total contributions	<u>2,631,577</u>

Total additions	<u>6,731,258</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	2,120,766
Administrative expenses	71,697
Total deductions	<u>2,192,463</u>

Net increase	<u>4,538,795</u>
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Net assets available for benefits - Beginning of year	<u>26,459,966</u>
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Net assets available for benefits - End of year	<u><u>\$ 30,998,761</u></u>
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See accompanying notes.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2021 and 2020

1. Plan Description and Related Information

The following description of the Sega of America, Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan.

General – The Plan is a defined contribution plan covering all employees of Sega of America, Inc. (the “Employer”) and its participating employers, Atlus U.S.A., Inc. (“Atlus”) and Sega Sammy Creation U.S.A., Inc. (collectively, the “Company”) who meet the eligibility requirements of the Plan. Effective March 31, 2019, Atlus merged into the Employer and all Atlus employees were transferred to the Employer. On September 30, 2020, Atlus withdrew from the Plan as a participating employer.

The Employer through the Sega of America, Inc. Retirement Plan Committee (the “Retirement Plan Committee”) is responsible for the general administration of the Plan. Plan assets are held in accordance with a trust agreement between the Employer and John Hancock Trust Company, LLC (the “Trustee”). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (“IRC”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan was established to encourage long-term savings and provide benefits upon retirement, disability, death, or termination of employment. Under the Plan, an employee becomes eligible to participate when he or she has attained the age of 18. There are no service requirements. Temporary employees must complete one year of service to become eligible. A year of service is a consecutive 12-month period in which he or she works at least 1,000 hours. Union employees, non-resident aliens, and independent contractors are excluded from the Plan.

Contributions – Participants may contribute up to 100% of their annual compensation, as defined by the Plan. For all periods, contributions are subject to limitations set forth by the IRC. The annual limit was \$19,500 in 2021 and 2020 as set forth by Section 401(g) of the IRC. Participants who are age 50 or older by the end of the Plan year can contribute an additional \$6,500 (“catch-up contribution”) in 2021 and 2020 above the annual limit. Participants may choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two, subject to the aggregate limits. Both types of contributions are eligible for the Company matching contributions. Catch-up contributions are not eligible for the Company matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan also accepts rollover contributions of amounts representing distributions from other qualified plans, 403(b) annuities, and 457(b) plans. Roth 401(k) rollovers are permitted.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

The Company matches 50% of the first 6% of each participant's contributions. These Company matching contributions are made on the same date as the participant 401(k) contributions. For the year ended December 31, 2021, the Company made matching contributions of approximately \$596,000. The Plan also provides for Qualified Non-Elective Contributions ("QNEC"), of which none were made during the year ended December 31, 2021.

Vesting – Participant contributions and related earnings and losses are 100% vested at all times. Participants with an hour of service on or after October 1, 2015 become 20% vested in Company contributions after one year of service and continue to vest an additional 20% for each subsequent year of service, becoming 100% vested after five years of service. Participants who terminated before October 1, 2015 became fully vested after six years of service.

Participants become fully vested upon death, disability, or attainment of normal retirement age.

Participant Accounts – Each participant's account is credited with the participant's contributions, Company contributions, and an allocation of Plan earnings and charged with an allocation of administrative expenses and withdrawals, as applicable. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeited Accounts – Forfeitures result from the termination of a participant before becoming 100% vested under the Plan. These accounts are used to pay administrative expenses of the Plan and then reduce Company contributions. At December 31, 2021 and 2020, forfeited non-vested accounts totaled approximately \$6,000 and \$5,000, respectively. During the year ended December 31, 2021, approximately \$14,000 of forfeitures were used to pay Plan expenses and to reduce employer matching contributions.

Notes Receivable from Participants – Participants may borrow from a minimum of \$1,000 up to the lesser of 50% of their vested account balance in the Plan or \$50,000, reduced by the highest outstanding loan balance in the preceding 12 months. Loan repayment terms should be no more than 5 years, but a longer repayment term of up to 15 years is allowed for the purchase of a principal residence. The loans are secured by the participant's vested account balance and bear interest at the rate of Prime plus 2% on the date the loan is processed. Principal and interest are paid ratably through payroll deductions. At December 31, 2021, the interest rates ranged from 5.50% to 7.50% with maturities at various dates through 2024.

Payment of Benefits – Upon retirement, death, disability, or termination of employment, a participant or designated beneficiary may elect to receive the vested account balance as a lump-sum payment, installment, or defer the payment as specified by the Plan. Hardship withdrawals are allowed under the Plan if participants meet the requirements for such a withdrawal as defined by the Plan Agreement.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Plan Termination – While it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, all amounts credited to participant accounts will become 100 % vested.

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Valuation of Investments and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Retirement Plan Committee determines the Plan’s valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note 4 for discussion of fair value measurements.

The purchase and sale of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants’ account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants – Notes receivable from participants are stated at the unpaid principal balance plus any accrued but unpaid interest. Upon default of a loan, the participant’s accrued benefit will be reduced by the outstanding principal balance of the loan plus accrued but unpaid interest in accordance with the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2021 and 2020. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Payment of Benefits – Benefit payments to participants are recorded when paid.

Administrative Expenses – Administrative expenses of the Plan are paid by either the Plan or the Employer, as provided by the Plan document. Expenses that are paid by the Employer are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments. For the year ended December 31, 2021, administrative expenses paid by the Plan totaled approximately \$72,000.

Subsequent Events – The Plan has evaluated subsequent events through September 29, 2022 (report date), the date that the financial statements were available to be issued. Management has determined that there are no subsequent events required to be recorded or disclosed.

Recently Adopted Accounting Pronouncement – In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-03, "Codification Improvements to Financial Instruments," which made narrow-scope improvements to various aspects of the financial instruments guidance. ASU 2020-03 became effective on January 1, 2020. The adoption of this ASU did not have any significant impact on the Plan.

3. Amounts Certified by Trustee (Unaudited)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following is a summary of the unaudited information that was certified as complete and accurate by the Trustee as of December 31, 2021 and 2020 and for the year ended December 31, 2021.

Statements of Net Assets Available for Benefits – Investments of \$30,897,725 and \$26,327,951 as of December 31, 2021 and 2020, respectively, and notes receivable from participants of \$32,340 and \$44,956 as of December 31, 2021 and 2020, respectively.

Statement of Changes in Net Assets Available for Benefits – Net appreciation in fair value of investments of \$3,437,687, dividends of \$659,083, and interest income on notes receivable from participants of \$2,911 for the year ended December 31, 2021.

Note 4 – All investment balances and information in the note, excluding classifications by level.

Supplemental Schedule – Schedule of Assets (Held at End of Year) as of December 31, 2021.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB Accounting Standards Codification (“ASC”) 820, “Fair Value Measurements” are described as follows:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include:

- a. quoted prices for similar assets or liabilities in active markets;
- b. quoted prices for identical or similar assets or liabilities in inactive markets;
- c. inputs other than quoted prices that are observable for the asset or liability;
- d. inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (“NAV”) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1 investments.

Common collective trust fund: Valued using the NAV provided by the Trustee as a practical expedient, and therefore are not assigned to a level within the fair value hierarchy. The NAV is based on the value of the underlying assets held by the fund, less its liabilities and then divided by the number of shares outstanding. This practical expedient is not used when it is deemed probable that the fund will sell the investment for an amount different than the reported NAV.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021 and 2020:

	<i>Investments at December 31, 2021</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 30,448,035	\$ -	\$ -	\$ 30,448,035
Investments measured at NAV*:				
- Common collective trust fund				449,690
Total investments at fair value				<u>\$ 30,897,725</u>

	<i>Investments at December 31, 2020</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 25,924,220	\$ -	\$ -	\$ 25,924,220
Investments measured at NAV*:				
- Common collective trust fund				403,731
Total investments at fair value				<u>\$ 26,327,951</u>

*Certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

The valuation methods as described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

5. Related Party Transactions and Party-in-Interest Transactions

The Plan invests in mutual funds and a common collective trust fund which are managed by the Trustee. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Transactions in such investments qualify as exempt party-in-interest transactions. Approximately \$24,908,000 and \$21,589,000 were invested in these mutual funds at December 31, 2021 and 2020, respectively. The Plan's investment in the common collective trust fund managed by the Trustee was approximately \$450,000 and \$404,000 as of December 31, 2021 and 2020, respectively. The Plan paid administrative expenses of approximately \$72,000 for the year ended December 31, 2021. Notes receivable from participants are also considered party-in-interest transactions which amounted to approximately \$32,000 and \$45,000, respectively, as of December 31, 2021 and 2020.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

Effective October 1, 2018, John Hancock Retirement Plan Services (“JHRPS”) provides certain administrative services to the Plan pursuant to a Service Agreement between JHRPS and the Plan. JHRPS receives revenue from certain investment fund service providers for services it provides to those investment funds. This revenue is used to offset amounts owed to JHRPS for its administrative services provided to the Plan.

JHRPS has agreed to waive the cost of Plan services to the extent that it receives service revenue attributable to Plan investments. To the extent that the aggregate JHRPS service revenue attributable to Plan investments is less than the cost of Plan services, the Plan sponsor will pay JHRPS an amount equal to the revenue shortfall. If the revenue received by JHRPS from such investment fund service providers exceeds the amount owed under the Plan document, JHRPS remits the excess to the Plan’s trust for the payment of ERISA-qualified Plan administrative expenses, as determined by the Plan administrator. For the year ended December 31, 2021, there was no excess revenue.

6. Tax Status

On March 31, 2014, the Internal Revenue Service (“IRS”) stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself since its adoption of the prototype plan. The Plan has been amended since the adoption of the prototype plan. The Plan administrator continues to believe that the Plan is being operated in accordance with the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires that Plan management evaluates tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Sega of America, Inc. 401(k) Plan

Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500, Schedule H, Part I:

	December 31,	
	2021	2020
Net assets available for benefits per the financial statements	\$ 30,998,761	\$ 26,459,966
Less: Contributions receivable not recorded on the Form 5500	(79,417)	(96,176)
Add: Notes receivable from participants not recorded on the Form 5500	-	224
Add: Accrued expense not recorded on the Form 5500	10,721	8,893
Net assets available for benefits per the Form 5500	<u>\$ 30,930,065</u>	<u>\$ 26,372,907</u>

The following is a reconciliation of the net increase in assets available for benefits as reported in the December 31, 2021 financial statements to the net income as reported on the December 31, 2021 Form 5500, Schedule H, Part II:

	Year Ended
	December 31, 2021
Net increase in assets available for benefits per the financial statements	\$ 4,538,795
Less: Contributions receivable at December 31, 2021	(79,417)
Less: Accrued expense at December 31, 2020	(8,893)
Add: Contributions receivable at December 31, 2020	95,952
Add: Accrued expense at December 31, 2021	10,721
Net income per the Form 5500	<u>\$ 4,557,158</u>

SUPPLEMENTAL SCHEDULE

Sega of America, Inc. 401(k) Plan

EIN: 77-0061441 Plan: 001

Schedule H, Part IV, Line 4(i) —Schedule of Assets (Held at End of Year)

December 31, 2021

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
Mutual Funds:			
	Fidelity	Fidelity Advisor Total Bond Z	\$ 429,310
	PIMCO	PIMCO Income Fund Instl	249,634
*	John Hancock	JH Multi-Index 2015 Lifetime Portfolio R6	568,023
*	John Hancock	JH Multi-Index 2020 Lifetime Portfolio R6	1,206,160
*	John Hancock	JH Multi-Index 2025 Lifetime Portfolio R6	2,530,047
*	John Hancock	JH Multi-Index 2030 Lifetime Portfolio R6	4,917,330
*	John Hancock	JH Multi-Index 2035 Lifetime Portfolio R6	4,905,290
*	John Hancock	JH Multi-Index 2040 Lifetime Portfolio R6	4,248,809
*	John Hancock	JH Multi-Index 2045 Lifetime Portfolio R6	3,968,415
*	John Hancock	JH Multi-Index 2050 Lifetime Portfolio R6	1,450,347
*	John Hancock	JH Multi-Index 2055 Lifetime Portfolio R6	674,524
*	John Hancock	JH Multi-Index 2060 Lifetime Portfolio R6	438,577
	Vanguard	Vanguard 500 Index Fund Admiral	1,684,528
	American Century Investments	American Century Small Cap Value R6	95,289
	Janus Henderson	Janus Henderson Triton Fund Class N	772,692
	MFS	MFS Value Fund Class R6	209,723
	T. Rowe Price	T Rowe Price Blue Chip Growth I	425,066
	Vanguard	Vanguard Mid-Cap Index Fund Admiral	460,212
	Vanguard	Vanguard Small-Cap Index Fund Admiral	452,399
	American Century Investments	American Century Emerging Markets Fund	54,780
	American Funds	American Funds EuroPacific Growth Fund	148,640
	Vanguard	Vanguard Total Intl Stock Index Fund Admiral Shares	316,375
	Vanguard	Vanguard Total Bond Market Index Fund Admiral	234,933
	JPMorgan	JPMorgan US Government Money Market Capital	6,932
			30,448,035
Common Collective Trust Fund:			
*	John Hancock	John Hancock Stable Value Fund R6	449,690
Other:			
*	Notes receivable from participants	Interest rates ranging from 5.50% to 7.50% with maturities through 2024	32,340
		Total	\$ 30,930,065

* Denotes party-in-interest to the Plan.

Column (d), cost, has been omitted as all investments are participant directed.

See accompanying independent auditor's report.