

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 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A This return/report is for:	☐ a multiemployer plan ☒ a single-employer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ 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 THE UPPER DECK COMPANY 401(K) PLAN	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ▶</td> <td>001</td> </tr> <tr> <td>1c Effective date of plan 07/01/2004</td> <td></td> </tr> <tr> <td>2b Employer Identification Number (EIN) 20-0379590</td> <td></td> </tr> <tr> <td>2c Plan Sponsor's telephone number 760-929-3413</td> <td></td> </tr> <tr> <td>2d Business code (see instructions) 339900</td> <td></td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 07/01/2004		2b Employer Identification Number (EIN) 20-0379590		2c Plan Sponsor's telephone number 760-929-3413		2d Business code (see instructions) 339900	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 07/01/2004											
2b Employer Identification Number (EIN) 20-0379590											
2c Plan Sponsor's telephone number 760-929-3413											
2d Business code (see instructions) 339900											
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) THE UPPER DECK COMPANY 5830 EL CAMINO REAL CARLSBAD, CA 92008											

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	Filed with authorized/valid electronic signature.	10/04/2023	SAUNDRA HAUPT
	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 (2022)
v. 220413

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		5 273
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) 198
a(2) Total number of active participants at the end of the plan year		6a(2) 262
b Retired or separated participants receiving benefits		6b 1
c Other retired or separated participants entitled to future benefits.....		6c 75
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 338
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 2
f Total. Add lines 6d and 6e		6f 340
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 315
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 24
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) ☐ 0 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 2022 Form M-1 annual report. If the plan was not required to file the 2022 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
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A Name of plan THE UPPER DECK COMPANY 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE UPPER DECK COMPANY	D Employer Identification Number (EIN) 20-0379590

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	30172	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MORGAN STANLEY SMITH BARNEY LLC

20-8764829

(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?
26	INVESTMENT ADVISOR	28804	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BLKRK MIDCAP GRTH IS - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.25%	
(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
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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

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:

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 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>THE UPPER DECK COMPANY 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>THE UPPER DECK COMPANY</u>	D Employer Identification Number (EIN) <u>20-0379590</u>	

Part I Asset and Liability Statement			
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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	584112	612685
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	94682	61293
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	17514748	13139755
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	18193542	13813733

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	18193542	13813733
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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.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	101567	
(B) Participants	2a(1)(B)	1172235	
(C) Others (including rollovers)	2a(1)(C)	8745	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1282547
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7872	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3570	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11442
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	289162	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		289162
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-4326303
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-2743152
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1575932	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1575932
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	1749	
(4) Other	2i(4)	58976	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		60725
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1636657
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-4379809
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: LANCE SOLL & LUNGHARD LLP

(2) EIN: 95-2700123

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		577

	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.)		X	
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	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?		X	
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?		X	
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.		X	
4n		X	

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 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan THE UPPER DECK COMPANY 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE UPPER DECK COMPANY		D Employer Identification Number (EIN) 20-0379590
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
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): 04-6568107		
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	
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) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (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:	14a		
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).....		14b	
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)			14c
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)			
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:	15a		
a The corresponding number for the plan year immediately preceding the current plan year.....		15b	
b The corresponding number for the second preceding plan year.....			
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:	16a		
a Enter the number of employers who withdrew during the preceding plan year		16b	
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.....			
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 _____



THE UPPER DECK COMPANY 401(k) PLAN
DECEMBER 31, 2022 AND 2021

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

Focused
on YOU



THE UPPER DECK COMPANY 401(k) PLAN

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of The Upper Deck Company 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 statements of net assets available for benefits (modified cash basis) as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of The Upper Deck Company 401(k) Plan's 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 Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified basis of accounting.
- the information in the financial statements referred to above 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).



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Upper Deck Company 401(k) 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements under the circumstances. Management is also responsible 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditors' 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 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 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.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

- 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 Upper Deck Company 401(k) 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits 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 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 accounting principles generally accepted in the United States of America.

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 accounting principles generally accepted in the United States of America.

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.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor'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 schedules, 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 schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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 103(a)(3)(C).

Lance, Soll & Loughard, LLP

Santa Ana, California
August 29, 2023

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
Money market fund, at fair value	\$ 612,685	\$ 584,112
Mutual funds, at fair value	<u>13,139,755</u>	<u>17,514,748</u>
Total Investments	<u>13,752,440</u>	<u>18,098,860</u>
Receivables:		
Notes receivable from participants	<u>61,293</u>	<u>94,682</u>
Net Assets Available for Benefits	<u><u>\$ 13,813,733</u></u>	<u><u>\$ 18,193,542</u></u>

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED DECEMBER 31, 2022

Additions (Reductions)

Investment Income (Loss):

Net depreciation in fair value of investments	\$ (4,326,303)
Dividends and interest	<u>297,034</u>

Total Investment Loss	<u>(4,029,269)</u>
-----------------------	--------------------

Interest Income on Notes Receivable from Participants	<u>3,570</u>
---	--------------

Contributions:

Employer	101,567
Participants	1,172,235
Rollovers	<u>8,745</u>

Total Contributions	<u>1,282,547</u>
---------------------	------------------

Total Additions (Reductions)	<u>(2,743,152)</u>
-------------------------------------	---------------------------

Deductions

Benefits paid to participants	1,575,932
Plan fees and administrative expenses	<u>60,725</u>

Total Deductions	<u>1,636,657</u>
-------------------------	-------------------------

Net Decrease	(4,379,809)
--------------	-------------

Net Assets Available for Benefits:

Beginning of Year	<u>18,193,542</u>
-------------------	-------------------

End of Year	<u>\$ 13,813,733</u>
--------------------	-----------------------------

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan

The following description of The Upper Deck Company 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all employees of The Upper Deck Company, Inc. and Brevettar, LLC (newly joined Company in 2021), which is owned by the same owner of The Upper Deck Company, Inc., (the “Company”). The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (“IRC”) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan initially became effective on July 1, 2004. The Plan Document was revised in June 2020 to meet the IRS requirement which mandates to update the plan documents for every six years. During 2021, the Plan Adoption Agreement was amended to adopt the employer match provision which became effective on June 1, 2021.

Employees will become eligible to participate in the Plan if they have completed 1 month of service. Plan entry dates are on the first day of each month after satisfying eligibility requirements.

Contributions

Each year, participants may contribute between 1% and 60% of pretax annual compensation, as defined in the Plan. Participants may also elect to make Roth contributions utilizing after-tax compensation. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (“IRS”) limitations.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan allows for the Company to make discretionary matching contributions. During 2022 the Company matched 25% of employee eligible compensation up to the first 3% of compensation contributed by the employee, resulting in a maximum employer contribution of 0.75% of eligible compensation. The Plan also allows for the Company to make discretionary profit-sharing contributions. Participants must be employed on the last day of the Plan year-end in order to be eligible for discretionary profit-sharing contributions. For the year ended December 31, 2022, the Company did not elect to make a profit-sharing contribution.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions, (b) Plan earnings or losses, and (c) administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon. The Company's non-elective employer contributions and earnings thereon will be vested in accordance with the following schedule:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

A participant who is an employee on or after the date he reaches normal retirement age (as defined by the Plan) will be 100% vested in employer contributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant account. All loans shall bear an interest rate equal to the prime rate plus 1%, which shall remain fixed throughout the duration of the loan. Principal and interest is paid ratably through payroll deductions. Each participant may have one loan outstanding at a time. For participant loans that become delinquent, the amount of the unpaid loan principle plus any accrued unpaid interest will be treated as a deemed distribution. Deemed distributions are reported as a taxable distribution and remain part of the participant's account balance until a distributable event occurs.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participant may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. For all vested account balances not exceeding \$5,000, the Company can elect to cash the balance out of the account by establishing a separate IRA outside the Plan. With the Plan administrator's approval, participants may withdraw a minimum of \$500 of all or part of their aggregate contributions in the event of financial hardship. Active employees who attain age 59 ½ are permitted to withdraw at any time any part of his or her vested accounts.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Forfeitures

At December 31, 2022 and 2021, forfeited non-allocated accounts totaled \$1,128 and \$8,057, respectively. Forfeitures are retained in the Plan and may be used to reduce future employer contributions or to pay Plan expenses. For the year ended December 31, 2022, the employer match was reduced by \$13,870 from forfeited non-vested accounts.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the modified cash basis method of accounting. Under this method, income is generally recognized when received and expenses are generally recognized when paid. Contributions reflect the plan year for which the contribution was made. Investments have been recorded at their fair market values. Accordingly, these statements are not intended to purport financial position or the results of operations in conformity with accounting principles generally accepted in the United States of America.

Although the modified cash basis of accounting represents a departure from accounting principles generally accepted in the United States of America, it is an allowable method of accounting for employee benefit plan under the reporting requirements of ERISA.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan 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. Actual results could differ from those estimates.

Investment Valuation 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. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends income are recorded on a cash basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent notes receivable that are deemed by the Plan administrator to be in default are treated as distributions based on the terms of the Plan document. Interest income on notes receivable from participants is recorded when received. No allowance for credit losses has been recorded as of December 31, 2022, and 2021, respectively.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 2: Summary of Accounting Policies (Continued)

Payment of Benefits

Benefits are recorded when paid.

Plan Fees and Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company 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) of fair value of investments.

Date of Management's Review

Events occurring after December 31, 2022, have been evaluated for possible adjustments to the financial statements or disclosures as of August 29, 2023, which is the date the financial statements were available to be issued.

Note 3: 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 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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 relevant observable inputs and minimize the use of unobservable inputs.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 3: Fair Value Measurements (Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Money market: Short-term money market instruments are reported at fair value based on quoted market prices.

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 SEC. 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022:

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 612,685	\$ -	\$ -	\$ 612,685
Mutual Funds	13,139,755	-	-	13,139,755
Investments at Fair Value	<u>\$ 13,752,440</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,752,440</u>

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

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 584,112	\$ -	\$ -	\$ 584,112
Mutual Funds	17,514,748	-	-	17,514,748
Investments at Fair Value	<u>\$ 18,098,860</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,098,860</u>

In regards to the classification of investment options offered by the Plan, there were no reclassifications in or out of levels 1, 2 or 3 during the years ended December 31, 2022 and 2021.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 4: Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits (modified cash basis) as of December 31, 2022, and 2021.
- Net investment income (loss) and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022.
- Investment information included in the schedule of assets (held at end of year) as of December 31, 2022, as shown on the supplemental schedule.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 5: Party-In-Interest Transactions

The Plan allows for transactions with certain parties who may perform investment or recordkeeping services for the Plan. The Plan also issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the sponsoring Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in any employer contributions.

Note 7: Tax Status

The Plan uses a pre-approved plan document, which received an advisory letter from the IRS, dated June 30, 2020, stating that the pre-approved plan document satisfies the applicable provisions of the IRC. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate 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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 8: 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.

Note 9: Operational Errors

During 2020, Plan management identified certain operational error related to the failure to withhold the correct percentage of participant deferral contributions for one participant. In 2021, the Plan administrator remitted to the Plan for the underpayment of employee deferrals and employer matching contributions and lost earnings for the participant.

Note 10: Delinquent Participant Contributions

During the 2021 audit, it was determined that the Company had failed to remit employee deferrals in the time described in 29 CFR 2510.3-102. As a result of these late remittances, the Plan is considered to have engaged in a prohibited transaction. The Plan administrator has identified the procedural errors that allowed the late deferrals to occur and has taken steps to ensure that this does not happen again in the future. In 2022, the Company self-corrected the late remittances and remitted lost earnings to the Plan. These earnings are immaterial to the financial statements.

SUPPLEMENTAL SCHEDULES

THE UPPER DECK COMPANY 401(k) PLAN

**SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2022**

FEIN 20-0379590
PLAN NUMBER: 001
Form 5500, Schedule H, Part IV, Line 4a

Participant Contributions Transferred Late to Plan		Total that Constitutes Nonexempt Prohibited Transactions			
Check here if late Participant Loan Repayments are included ☐					
Plan Year		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 577	\$ -	\$ 577	\$ -	\$ -

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2022

FEIN 20-0379590
PLAN NUMBER: 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i

(a) Party-In-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	Money market funds:			
*	Fidelity	Fidelity Government Money Market Fund	**	\$ 612,685
	Mutual funds:			
	Janus Henderson	Global Technology Fund Class N	**	605,929
	Vanguard	International Growth Fund Admiral Shares	**	675,431
	Vanguard	Explorer Fund Admiral Shares	**	38,432
	Franklin	Utilities Fund Class R6	**	407,636
	BlackRock	BlackRock Mid-Cap Growth Equity Portfolio Institutional Shares	**	699,489
	American Funds	American Mutual Fund Class R6	**	479,102
	American Funds	New World Fund Class R-6	**	32,172
	Voya	Voya Intermediate Bond Fund Class R6	**	389,101
	Vanguard	Vanguard Small Cap Value Index Fund Admiral Shares	**	80,411
	Vanguard	Vanguard Mid-Cap Value Index Fund Admiral Shares	**	623,041
*	Fidelity	Fidelity Select Health Care Portfolio	**	480,989
*	Fidelity	Fidelity Balanced Fund	**	381,344
*	Fidelity	Fidelity U.S. Bond Index Fund	**	269,984
*	Fidelity	Fidelity 500 Index Fund	**	747,596
*	Fidelity	Fidelity Mid Cap Index Fund	**	16,392
*	Fidelity	Fidelity Real Estate Index Fund	**	67,796
*	Fidelity	Fidelity Small Cap Index Fund	**	158,920
*	Fidelity	Fidelity International Index Fund	**	10,786
*	Fidelity	Fidelity Freedom Index Income Institutional Premium Class	**	82,137
*	Fidelity	Fidelity Freedom Index 2005 Institutional Premium Class	**	974
*	Fidelity	Fidelity Freedom Index 2010 Institutional Premium Class	**	57,166
*	Fidelity	Fidelity Freedom Index 2015 Institutional Premium Class	**	633
*	Fidelity	Fidelity Freedom Index 2020 Institutional Premium Class	**	464,224
*	Fidelity	Fidelity Freedom Index 2025 Institutional Premium Class	**	155,356
*	Fidelity	Fidelity Freedom Index 2030 Institutional Premium Class	**	910,184
*	Fidelity	Fidelity Freedom Index 2035 Institutional Premium Class	**	553,544
*	Fidelity	Fidelity Freedom Index 2040 Institutional Premium Class	**	417,642
*	Fidelity	Fidelity Freedom Index 2045 Institutional Premium Class	**	260,507
*	Fidelity	Fidelity Freedom Index 2050 Institutional Premium Class	**	312,651
*	Fidelity	Fidelity Freedom Index 2055 Institutional Premium Class	**	261,389
*	Fidelity	Fidelity Freedom Index 2060 Institutional Premium Class	**	147,678
*	Fidelity	Fidelity Large Cap Growth Index Fund	**	3,315,251
*	Fidelity	Fidelity Freedom Index 2065 Institutional Premium Class	**	35,868
				<u>13,139,755</u>
*	Notes receivable from participants	Interest Rates - 4.25% to 6.50%	-	61,293
				<u>\$ 13,813,733</u>

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.



THE UPPER DECK COMPANY 401(k) PLAN
DECEMBER 31, 2022 AND 2021

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

Focused
on YOU



THE UPPER DECK COMPANY 401(k) PLAN

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of The Upper Deck Company 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 statements of net assets available for benefits (modified cash basis) as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of The Upper Deck Company 401(k) Plan's 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 Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified basis of accounting.
- the information in the financial statements referred to above 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).



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Upper Deck Company 401(k) 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements under the circumstances. Management is also responsible 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditors' 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 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 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.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

- 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 Upper Deck Company 401(k) 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits 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 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 accounting principles generally accepted in the United States of America.

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 accounting principles generally accepted in the United States of America.

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.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor'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 schedules, 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 schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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 103(a)(3)(C).

Lance, Soll & Loughard, LLP

Santa Ana, California
August 29, 2023

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
Money market fund, at fair value	\$ 612,685	\$ 584,112
Mutual funds, at fair value	<u>13,139,755</u>	<u>17,514,748</u>
Total Investments	<u>13,752,440</u>	<u>18,098,860</u>
Receivables:		
Notes receivable from participants	<u>61,293</u>	<u>94,682</u>
Net Assets Available for Benefits	<u>\$ 13,813,733</u>	<u>\$ 18,193,542</u>

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) FOR THE YEAR ENDED DECEMBER 31, 2022

Additions (Reductions)

Investment Income (Loss):

Net depreciation in fair value of investments	\$ (4,326,303)
Dividends and interest	<u>297,034</u>

Total Investment Loss	<u>(4,029,269)</u>
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Interest Income on Notes Receivable from Participants	<u>3,570</u>
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Contributions:

Employer	101,567
Participants	1,172,235
Rollovers	<u>8,745</u>

Total Contributions	<u>1,282,547</u>
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Total Additions (Reductions)	<u>(2,743,152)</u>
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Deductions

Benefits paid to participants	1,575,932
Plan fees and administrative expenses	<u>60,725</u>

Total Deductions	<u>1,636,657</u>
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Net Decrease	(4,379,809)
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Net Assets Available for Benefits:

Beginning of Year	<u>18,193,542</u>
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End of Year	<u>\$ 13,813,733</u>
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See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan

The following description of The Upper Deck Company 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all employees of The Upper Deck Company, Inc. and Brevettar, LLC (newly joined Company in 2021), which is owned by the same owner of The Upper Deck Company, Inc., (the “Company”). The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (“IRC”) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan initially became effective on July 1, 2004. The Plan Document was revised in June 2020 to meet the IRS requirement which mandates to update the plan documents for every six years. During 2021, the Plan Adoption Agreement was amended to adopt the employer match provision which became effective on June 1, 2021.

Employees will become eligible to participate in the Plan if they have completed 1 month of service. Plan entry dates are on the first day of each month after satisfying eligibility requirements.

Contributions

Each year, participants may contribute between 1% and 60% of pretax annual compensation, as defined in the Plan. Participants may also elect to make Roth contributions utilizing after-tax compensation. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (“IRS”) limitations.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan allows for the Company to make discretionary matching contributions. During 2022 the Company matched 25% of employee eligible compensation up to the first 3% of compensation contributed by the employee, resulting in a maximum employer contribution of 0.75% of eligible compensation. The Plan also allows for the Company to make discretionary profit-sharing contributions. Participants must be employed on the last day of the Plan year-end in order to be eligible for discretionary profit-sharing contributions. For the year ended December 31, 2022, the Company did not elect to make a profit-sharing contribution.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions, (b) Plan earnings or losses, and (c) administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon. The Company's non-elective employer contributions and earnings thereon will be vested in accordance with the following schedule:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

A participant who is an employee on or after the date he reaches normal retirement age (as defined by the Plan) will be 100% vested in employer contributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant account. All loans shall bear an interest rate equal to the prime rate plus 1%, which shall remain fixed throughout the duration of the loan. Principal and interest is paid ratably through payroll deductions. Each participant may have one loan outstanding at a time. For participant loans that become delinquent, the amount of the unpaid loan principle plus any accrued unpaid interest will be treated as a deemed distribution. Deemed distributions are reported as a taxable distribution and remain part of the participant's account balance until a distributable event occurs.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participant may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. For all vested account balances not exceeding \$5,000, the Company can elect to cash the balance out of the account by establishing a separate IRA outside the Plan. With the Plan administrator's approval, participants may withdraw a minimum of \$500 of all or part of their aggregate contributions in the event of financial hardship. Active employees who attain age 59 ½ are permitted to withdraw at any time any part of his or her vested accounts.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Forfeitures

At December 31, 2022 and 2021, forfeited non-allocated accounts totaled \$1,128 and \$8,057, respectively. Forfeitures are retained in the Plan and may be used to reduce future employer contributions or to pay Plan expenses. For the year ended December 31, 2022, the employer match was reduced by \$13,870 from forfeited non-vested accounts.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the modified cash basis method of accounting. Under this method, income is generally recognized when received and expenses are generally recognized when paid. Contributions reflect the plan year for which the contribution was made. Investments have been recorded at their fair market values. Accordingly, these statements are not intended to purport financial position or the results of operations in conformity with accounting principles generally accepted in the United States of America.

Although the modified cash basis of accounting represents a departure from accounting principles generally accepted in the United States of America, it is an allowable method of accounting for employee benefit plan under the reporting requirements of ERISA.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan 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. Actual results could differ from those estimates.

Investment Valuation 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. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends income are recorded on a cash basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent notes receivable that are deemed by the Plan administrator to be in default are treated as distributions based on the terms of the Plan document. Interest income on notes receivable from participants is recorded when received. No allowance for credit losses has been recorded as of December 31, 2022, and 2021, respectively.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 2: Summary of Accounting Policies (Continued)

Payment of Benefits

Benefits are recorded when paid.

Plan Fees and Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company 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) of fair value of investments.

Date of Management's Review

Events occurring after December 31, 2022, have been evaluated for possible adjustments to the financial statements or disclosures as of August 29, 2023, which is the date the financial statements were available to be issued.

Note 3: 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 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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 relevant observable inputs and minimize the use of unobservable inputs.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 3: Fair Value Measurements (Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Money market: Short-term money market instruments are reported at fair value based on quoted market prices.

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 SEC. 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022:

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 612,685	\$ -	\$ -	\$ 612,685
Mutual Funds	13,139,755	-	-	13,139,755
Investments at Fair Value	<u>\$ 13,752,440</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,752,440</u>

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

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 584,112	\$ -	\$ -	\$ 584,112
Mutual Funds	17,514,748	-	-	17,514,748
Investments at Fair Value	<u>\$ 18,098,860</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,098,860</u>

In regards to the classification of investment options offered by the Plan, there were no reclassifications in or out of levels 1, 2 or 3 during the years ended December 31, 2022 and 2021.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 4: Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits (modified cash basis) as of December 31, 2022, and 2021.
- Net investment income (loss) and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022.
- Investment information included in the schedule of assets (held at end of year) as of December 31, 2022, as shown on the supplemental schedule.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 5: Party-In-Interest Transactions

The Plan allows for transactions with certain parties who may perform investment or recordkeeping services for the Plan. The Plan also issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the sponsoring Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in any employer contributions.

Note 7: Tax Status

The Plan uses a pre-approved plan document, which received an advisory letter from the IRS, dated June 30, 2020, stating that the pre-approved plan document satisfies the applicable provisions of the IRC. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate 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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 8: 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.

Note 9: Operational Errors

During 2020, Plan management identified certain operational error related to the failure to withhold the correct percentage of participant deferral contributions for one participant. In 2021, the Plan administrator remitted to the Plan for the underpayment of employee deferrals and employer matching contributions and lost earnings for the participant.

Note 10: Delinquent Participant Contributions

During the 2021 audit, it was determined that the Company had failed to remit employee deferrals in the time described in 29 CFR 2510.3-102. As a result of these late remittances, the Plan is considered to have engaged in a prohibited transaction. The Plan administrator has identified the procedural errors that allowed the late deferrals to occur and has taken steps to ensure that this does not happen again in the future. In 2022, the Company self-corrected the late remittances and remitted lost earnings to the Plan. These earnings are immaterial to the financial statements.

SUPPLEMENTAL SCHEDULES

THE UPPER DECK COMPANY 401(k) PLAN

**SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2022**

FEIN 20-0379590
PLAN NUMBER: 001
Form 5500, Schedule H, Part IV, Line 4a

Participant Contributions Transferred Late to Plan		Total that Constitutes Nonexempt Prohibited Transactions				
Check here if late Participant Loan Repayments are included ☐						
Plan Year		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 577	\$ -	\$ 577	\$ -	\$	-

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2022

FEIN 20-0379590
PLAN NUMBER: 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i

(a) Party-In-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	Money market funds:			
*	Fidelity	Fidelity Government Money Market Fund	**	\$ 612,685
	Mutual funds:			
	Janus Henderson	Global Technology Fund Class N	**	605,929
	Vanguard	International Growth Fund Admiral Shares	**	675,431
	Vanguard	Explorer Fund Admiral Shares	**	38,432
	Franklin	Utilities Fund Class R6	**	407,636
	BlackRock	BlackRock Mid-Cap Growth Equity Portfolio Institutional Shares	**	699,489
	American Funds	American Mutual Fund Class R6	**	479,102
	American Funds	New World Fund Class R-6	**	32,172
	Voya	Voya Intermediate Bond Fund Class R6	**	389,101
	Vanguard	Vanguard Small Cap Value Index Fund Admiral Shares	**	80,411
	Vanguard	Vanguard Mid-Cap Value Index Fund Admiral Shares	**	623,041
*	Fidelity	Fidelity Select Health Care Portfolio	**	480,989
*	Fidelity	Fidelity Balanced Fund	**	381,344
*	Fidelity	Fidelity U.S. Bond Index Fund	**	269,984
*	Fidelity	Fidelity 500 Index Fund	**	747,596
*	Fidelity	Fidelity Mid Cap Index Fund	**	16,392
*	Fidelity	Fidelity Real Estate Index Fund	**	67,796
*	Fidelity	Fidelity Small Cap Index Fund	**	158,920
*	Fidelity	Fidelity International Index Fund	**	10,786
*	Fidelity	Fidelity Freedom Index Income Institutional Premium Class	**	82,137
*	Fidelity	Fidelity Freedom Index 2005 Institutional Premium Class	**	974
*	Fidelity	Fidelity Freedom Index 2010 Institutional Premium Class	**	57,166
*	Fidelity	Fidelity Freedom Index 2015 Institutional Premium Class	**	633
*	Fidelity	Fidelity Freedom Index 2020 Institutional Premium Class	**	464,224
*	Fidelity	Fidelity Freedom Index 2025 Institutional Premium Class	**	155,356
*	Fidelity	Fidelity Freedom Index 2030 Institutional Premium Class	**	910,184
*	Fidelity	Fidelity Freedom Index 2035 Institutional Premium Class	**	553,544
*	Fidelity	Fidelity Freedom Index 2040 Institutional Premium Class	**	417,642
*	Fidelity	Fidelity Freedom Index 2045 Institutional Premium Class	**	260,507
*	Fidelity	Fidelity Freedom Index 2050 Institutional Premium Class	**	312,651
*	Fidelity	Fidelity Freedom Index 2055 Institutional Premium Class	**	261,389
*	Fidelity	Fidelity Freedom Index 2060 Institutional Premium Class	**	147,678
*	Fidelity	Fidelity Large Cap Growth Index Fund	**	3,315,251
*	Fidelity	Fidelity Freedom Index 2065 Institutional Premium Class	**	35,868
				<u>13,139,755</u>
*	Notes receivable from participants	Interest Rates - 4.25% to 6.50%	-	<u>61,293</u>
				<u>\$ 13,813,733</u>

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.



THE UPPER DECK COMPANY 401(k) PLAN
DECEMBER 31, 2022 AND 2021

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

Focused
on YOU



THE UPPER DECK COMPANY 401(k) PLAN

FINANCIAL STATEMENTS
(MODIFIED CASH BASIS) &
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of The Upper Deck Company 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 statements of net assets available for benefits (modified cash basis) as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of The Upper Deck Company 401(k) Plan's 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 Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified basis of accounting.
- the information in the financial statements referred to above 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).



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Upper Deck Company 401(k) 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements under the circumstances. Management is also responsible 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditors' 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 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 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.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

- 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 Upper Deck Company 401(k) 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 Upper Deck Company 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits 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 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 accounting principles generally accepted in the United States of America.

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 accounting principles generally accepted in the United States of America.

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.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor'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 schedules, 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 schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



To the Administrative Committee of
The Upper Deck Company 401(k) Plan
Carlsbad, California

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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 103(a)(3)(C).

Lance, Soll & Loughard, LLP

Santa Ana, California
August 29, 2023

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
Money market fund, at fair value	\$ 612,685	\$ 584,112
Mutual funds, at fair value	<u>13,139,755</u>	<u>17,514,748</u>
Total Investments	<u>13,752,440</u>	<u>18,098,860</u>
Receivables:		
Notes receivable from participants	<u>61,293</u>	<u>94,682</u>
Net Assets Available for Benefits	<u><u>\$ 13,813,733</u></u>	<u><u>\$ 18,193,542</u></u>

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) FOR THE YEAR ENDED DECEMBER 31, 2022

Additions (Reductions)

Investment Income (Loss):

Net depreciation in fair value of investments	\$ (4,326,303)
Dividends and interest	<u>297,034</u>

Total Investment Loss	<u>(4,029,269)</u>
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Interest Income on Notes Receivable from Participants	<u>3,570</u>
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Contributions:

Employer	101,567
Participants	1,172,235
Rollovers	<u>8,745</u>

Total Contributions	<u>1,282,547</u>
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Total Additions (Reductions)	<u>(2,743,152)</u>
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Deductions

Benefits paid to participants	1,575,932
Plan fees and administrative expenses	<u>60,725</u>

Total Deductions	<u>1,636,657</u>
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Net Decrease	(4,379,809)
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Net Assets Available for Benefits:

Beginning of Year	<u>18,193,542</u>
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End of Year	<u>\$ 13,813,733</u>
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See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan

The following description of The Upper Deck Company 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all employees of The Upper Deck Company, Inc. and Brevettar, LLC (newly joined Company in 2021), which is owned by the same owner of The Upper Deck Company, Inc., (the “Company”). The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (“IRC”) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan initially became effective on July 1, 2004. The Plan Document was revised in June 2020 to meet the IRS requirement which mandates to update the plan documents for every six years. During 2021, the Plan Adoption Agreement was amended to adopt the employer match provision which became effective on June 1, 2021.

Employees will become eligible to participate in the Plan if they have completed 1 month of service. Plan entry dates are on the first day of each month after satisfying eligibility requirements.

Contributions

Each year, participants may contribute between 1% and 60% of pretax annual compensation, as defined in the Plan. Participants may also elect to make Roth contributions utilizing after-tax compensation. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (“IRS”) limitations.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan allows for the Company to make discretionary matching contributions. During 2022 the Company matched 25% of employee eligible compensation up to the first 3% of compensation contributed by the employee, resulting in a maximum employer contribution of 0.75% of eligible compensation. The Plan also allows for the Company to make discretionary profit-sharing contributions. Participants must be employed on the last day of the Plan year-end in order to be eligible for discretionary profit-sharing contributions. For the year ended December 31, 2022, the Company did not elect to make a profit-sharing contribution.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions, (b) Plan earnings or losses, and (c) administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon. The Company's non-elective employer contributions and earnings thereon will be vested in accordance with the following schedule:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

A participant who is an employee on or after the date he reaches normal retirement age (as defined by the Plan) will be 100% vested in employer contributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant account. All loans shall bear an interest rate equal to the prime rate plus 1%, which shall remain fixed throughout the duration of the loan. Principal and interest is paid ratably through payroll deductions. Each participant may have one loan outstanding at a time. For participant loans that become delinquent, the amount of the unpaid loan principle plus any accrued unpaid interest will be treated as a deemed distribution. Deemed distributions are reported as a taxable distribution and remain part of the participant's account balance until a distributable event occurs.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participant may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. For all vested account balances not exceeding \$5,000, the Company can elect to cash the balance out of the account by establishing a separate IRA outside the Plan. With the Plan administrator's approval, participants may withdraw a minimum of \$500 of all or part of their aggregate contributions in the event of financial hardship. Active employees who attain age 59 ½ are permitted to withdraw at any time any part of his or her vested accounts.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 1: Description of Plan (Continued)

Forfeitures

At December 31, 2022 and 2021, forfeited non-allocated accounts totaled \$1,128 and \$8,057, respectively. Forfeitures are retained in the Plan and may be used to reduce future employer contributions or to pay Plan expenses. For the year ended December 31, 2022, the employer match was reduced by \$13,870 from forfeited non-vested accounts.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the modified cash basis method of accounting. Under this method, income is generally recognized when received and expenses are generally recognized when paid. Contributions reflect the plan year for which the contribution was made. Investments have been recorded at their fair market values. Accordingly, these statements are not intended to purport financial position or the results of operations in conformity with accounting principles generally accepted in the United States of America.

Although the modified cash basis of accounting represents a departure from accounting principles generally accepted in the United States of America, it is an allowable method of accounting for employee benefit plan under the reporting requirements of ERISA.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan 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. Actual results could differ from those estimates.

Investment Valuation 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. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends income are recorded on a cash basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent notes receivable that are deemed by the Plan administrator to be in default are treated as distributions based on the terms of the Plan document. Interest income on notes receivable from participants is recorded when received. No allowance for credit losses has been recorded as of December 31, 2022, and 2021, respectively.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 2: Summary of Accounting Policies (Continued)

Payment of Benefits

Benefits are recorded when paid.

Plan Fees and Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company 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) of fair value of investments.

Date of Management's Review

Events occurring after December 31, 2022, have been evaluated for possible adjustments to the financial statements or disclosures as of August 29, 2023, which is the date the financial statements were available to be issued.

Note 3: 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 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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 relevant observable inputs and minimize the use of unobservable inputs.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 3: Fair Value Measurements (Continued)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Money market: Short-term money market instruments are reported at fair value based on quoted market prices.

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 SEC. 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022:

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 612,685	\$ -	\$ -	\$ 612,685
Mutual Funds	13,139,755	-	-	13,139,755
Investments at Fair Value	<u>\$ 13,752,440</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,752,440</u>

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

INVESTMENTS	Fair Value Measurements Using Input Type			Total
	Level 1	Level 2	Level 3	
Money Market Fund	\$ 584,112	\$ -	\$ -	\$ 584,112
Mutual Funds	17,514,748	-	-	17,514,748
Investments at Fair Value	<u>\$ 18,098,860</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,098,860</u>

In regards to the classification of investment options offered by the Plan, there were no reclassifications in or out of levels 1, 2 or 3 during the years ended December 31, 2022 and 2021.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 4: Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits (modified cash basis) as of December 31, 2022, and 2021.
- Net investment income (loss) and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2022.
- Investment information included in the schedule of assets (held at end of year) as of December 31, 2022, as shown on the supplemental schedule.

At the request of the Plan Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 5: Party-In-Interest Transactions

The Plan allows for transactions with certain parties who may perform investment or recordkeeping services for the Plan. The Plan also issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the sponsoring Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in any employer contributions.

Note 7: Tax Status

The Plan uses a pre-approved plan document, which received an advisory letter from the IRS, dated June 30, 2020, stating that the pre-approved plan document satisfies the applicable provisions of the IRC. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate 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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

Note 8: 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.

Note 9: Operational Errors

During 2020, Plan management identified certain operational error related to the failure to withhold the correct percentage of participant deferral contributions for one participant. In 2021, the Plan administrator remitted to the Plan for the underpayment of employee deferrals and employer matching contributions and lost earnings for the participant.

Note 10: Delinquent Participant Contributions

During the 2021 audit, it was determined that the Company had failed to remit employee deferrals in the time described in 29 CFR 2510.3-102. As a result of these late remittances, the Plan is considered to have engaged in a prohibited transaction. The Plan administrator has identified the procedural errors that allowed the late deferrals to occur and has taken steps to ensure that this does not happen again in the future. In 2022, the Company self-corrected the late remittances and remitted lost earnings to the Plan. These earnings are immaterial to the financial statements.

SUPPLEMENTAL SCHEDULES

THE UPPER DECK COMPANY 401(k) PLAN

**SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2022**

FEIN 20-0379590
PLAN NUMBER: 001
Form 5500, Schedule H, Part IV, Line 4a

Participant Contributions Transferred Late to Plan		Total that Constitutes Nonexempt Prohibited Transactions				
Check here if late Participant Loan Repayments are included ☐						
Plan Year		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 577	\$ -	\$ 577	\$ -	\$	-

See Independent Auditors' Report and Notes to Financial Statements.

THE UPPER DECK COMPANY 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2022

FEIN 20-0379590
PLAN NUMBER: 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i

(a) Party-In-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	Money market funds:			
*	Fidelity	Fidelity Government Money Market Fund	**	\$ 612,685
	Mutual funds:			
	Janus Henderson	Global Technology Fund Class N	**	605,929
	Vanguard	International Growth Fund Admiral Shares	**	675,431
	Vanguard	Explorer Fund Admiral Shares	**	38,432
	Franklin	Utilities Fund Class R6	**	407,636
	BlackRock	BlackRock Mid-Cap Growth Equity Portfolio Institutional Shares	**	699,489
	American Funds	American Mutual Fund Class R6	**	479,102
	American Funds	New World Fund Class R-6	**	32,172
	Voya	Voya Intermediate Bond Fund Class R6	**	389,101
	Vanguard	Vanguard Small Cap Value Index Fund Admiral Shares	**	80,411
	Vanguard	Vanguard Mid-Cap Value Index Fund Admiral Shares	**	623,041
*	Fidelity	Fidelity Select Health Care Portfolio	**	480,989
*	Fidelity	Fidelity Balanced Fund	**	381,344
*	Fidelity	Fidelity U.S. Bond Index Fund	**	269,984
*	Fidelity	Fidelity 500 Index Fund	**	747,596
*	Fidelity	Fidelity Mid Cap Index Fund	**	16,392
*	Fidelity	Fidelity Real Estate Index Fund	**	67,796
*	Fidelity	Fidelity Small Cap Index Fund	**	158,920
*	Fidelity	Fidelity International Index Fund	**	10,786
*	Fidelity	Fidelity Freedom Index Income Institutional Premium Class	**	82,137
*	Fidelity	Fidelity Freedom Index 2005 Institutional Premium Class	**	974
*	Fidelity	Fidelity Freedom Index 2010 Institutional Premium Class	**	57,166
*	Fidelity	Fidelity Freedom Index 2015 Institutional Premium Class	**	633
*	Fidelity	Fidelity Freedom Index 2020 Institutional Premium Class	**	464,224
*	Fidelity	Fidelity Freedom Index 2025 Institutional Premium Class	**	155,356
*	Fidelity	Fidelity Freedom Index 2030 Institutional Premium Class	**	910,184
*	Fidelity	Fidelity Freedom Index 2035 Institutional Premium Class	**	553,544
*	Fidelity	Fidelity Freedom Index 2040 Institutional Premium Class	**	417,642
*	Fidelity	Fidelity Freedom Index 2045 Institutional Premium Class	**	260,507
*	Fidelity	Fidelity Freedom Index 2050 Institutional Premium Class	**	312,651
*	Fidelity	Fidelity Freedom Index 2055 Institutional Premium Class	**	261,389
*	Fidelity	Fidelity Freedom Index 2060 Institutional Premium Class	**	147,678
*	Fidelity	Fidelity Large Cap Growth Index Fund	**	3,315,251
*	Fidelity	Fidelity Freedom Index 2065 Institutional Premium Class	**	35,868
				<u>13,139,755</u>
*	Notes receivable from participants	Interest Rates - 4.25% to 6.50%	-	<u>61,293</u>
				<u>\$ 13,813,733</u>

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.