

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 multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information —enter all requested information
1a Name of plan RUBICON PROGRAMS 403(B) PLAN	1b Three-digit plan number (PN) ▶ 003
	1c Effective date of plan 02/01/2002
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) RUBICON PROGRAMS, INC. 2500 BISSELL AVE. RICHMOND, CA 94804	2b Employer Identification Number (EIN) 94-2301550 2c Plan Sponsor's telephone number 510-235-1516 2d Business code (see instructions) 624310

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.	10/11/2023	JENNIFER FREITAS
	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		5 206
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) 165
a(2) Total number of active participants at the end of the plan year		6a(2) 193
b Retired or separated participants receiving benefits		6b 2
c Other retired or separated participants entitled to future benefits.....		6c 40
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 235
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 235
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 138
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 1
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: 2F 2G 2L 2M 2T 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) ☒ 1 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A Name of plan RUBICON PROGRAMS 403(B) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 RUBICON PROGRAMS, INC.	D Employer Identification Number (EIN) 94-2301550

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	664FJ7	235	01/01/2022	12/31/2022

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.	
(a) Total amount of commissions paid 0	(b) Total amount of fees paid 0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid	

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid			

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end..... **4** 555087**5** Current value of plan's interest under this contract in separate accounts at year end..... **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 301509**c** Additions: (1) Contributions deposited during the year **7c(1)** 64940
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)** 3986
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)** 293205
▶ *(6) Total additions **7c(6)** 362131**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 663640**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 106920
(2) Administration charge made by carrier **7e(2)** 1470
(3) Transferred to separate account **7e(3)**
(4) Other (specify below) **7e(4)** 163
▶ *(5) Total deductions **7e(5)** 108553**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 555087

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 RUBICON PROGRAMS 403(B) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 RUBICON PROGRAMS, INC.	D Employer Identification Number (EIN) 94-2301550	

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
VOYA RETIREMENT INSURANCE & ANNUITY
71-0294708

(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)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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?
64	RECORD KEEPER	23284	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

CETERA ADVISORS LLC

84-0858799

(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?
99	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	12375	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
CETERA ADVISORS LLC	99	12375

(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.
VOYA RETIREMENT INSURANCE & ANNUITY 71-0294708	OTHER FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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>RUBICON PROGRAMS 403(B) PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RUBICON PROGRAMS, INC.</u>	D Employer Identification Number (EIN) <u>94-2301550</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	
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions.....	1b(1)	
	(2) Participant contributions.....	1b(2)	
	(3) Other.....	1b(3)	
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	
	(2) U.S. Government securities	1c(2)	
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	1c(3)(A)	
	(B) All other	1c(3)(B)	
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	1c(4)(A)	
	(B) Common.....	1c(4)(B)	
	(5) Partnership/joint venture interests	1c(5)	
	(6) Real estate (other than employer real property)	1c(6)	
	(7) Loans (other than to participants).....	1c(7)	
	(8) Participant loans.....	1c(8)	59654
	(9) Value of interest in common/collective trusts.....	1c(9)	46737
	(10) Value of interest in pooled separate accounts	1c(10)	
	(11) Value of interest in master trust investment accounts.....	1c(11)	
	(12) Value of interest in 103-12 investment entities	1c(12)	
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6979225
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	5352725
	(15) Other	1c(15)	301509
			555087

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7340388	5954549

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7340388	5954549
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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)	73662	
(B) Participants	2a(1)(B)	529394	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		603056
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2528	
(F) Other	2b(1)(F)	3986	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6514
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	156847	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		156847
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1749315
c Other income	2c		-67
d Total income. Add all income amounts in column (b) and enter total	2d		-982965
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	379590	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		379590
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	23284	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		23284
j Total expenses. Add all expense amounts in column (b) and enter total	2j		402874
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1385839
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **ARMANINO, LLP**

(2) EIN: **94-6214841**

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		58134

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		850000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 RUBICON PROGRAMS 403(B) PLAN		B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 RUBICON PROGRAMS, INC.		D Employer Identification Number (EIN) 94-2301550
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): 71-0294708		
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 _____

Rubicon Programs 403(b) Plan

Financial Statements
and Supplemental Schedules

December 31, 2022 and 2021
and For the Year Ended December 31, 2022



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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Rubicon Programs 403(b) Plan
Richmond, California

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

We have performed audits of the accompanying financial statements of Rubicon Programs 403(b) 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 as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits 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 Rubicon Programs 403(b) 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 3 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 Auditor's Responsibilities for the Audits 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 accounting principles generally accepted in the United States of America.
- 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).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audits of the Financial Statements section of our report. We are required to be independent of Rubicon Programs 403(b) 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audits 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 Rubicon Programs 403(b) Plan's ability to continue as a going concern within one year after the date that 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.

Auditor's Responsibilities for the Audits of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audits section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that audits conducted in accordance with generally accepted auditing standards 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 audits in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audits 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 Rubicon Programs 403(b) 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 Rubicon Programs 403(b) 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 audits, significant audit findings, and certain internal control related matters that we identified during the audits.

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of assets (held at end of year) as of December 31, 2022 and delinquent participant contributions for the year the ended (collectively, "supplemental schedules") 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 audits 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 generally accepted auditing standards. 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.

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, are 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 Section 103(a)(3)(C).

Armanino LLP

Armanino^{LLP}
Dallas, Texas

October 10, 2023

Rubicon Programs 403(b) Plan
Statements of Net Assets Available For Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value	\$ 5,352,725	\$ 6,979,225
Investment, at contract value	<u>555,087</u>	<u>301,509</u>
Total investments	<u>5,907,812</u>	<u>7,280,734</u>
Receivables		
Notes receivable from participants	<u>46,737</u>	<u>59,657</u>
Total receivables	<u>46,737</u>	<u>59,657</u>
Net assets available for benefits	<u><u>\$ 5,954,549</u></u>	<u><u>\$ 7,340,391</u></u>

The accompanying notes are an integral part of these financial statements.

Rubicon Programs 403(b) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2022

Additions to net assets	
Contributions	
Participants	\$ 529,394
Employer	<u>73,662</u>
Total contributions	<u>603,056</u>
Investment income (loss)	
Interest and dividends	160,833
Net depreciation in fair value of investments	<u>(1,749,315)</u>
Net investment income (loss)	<u>(1,588,482)</u>
Other income	
Interest income on notes receivable from participants	<u>2,528</u>
Total other income	<u>2,528</u>
Total additions to net assets, including net investment income (loss)	<u>(982,898)</u>
Deductions from net assets	
Benefits paid to participants	379,564
Administrative expenses	<u>23,380</u>
Total deductions from net assets	<u>402,944</u>
Net decrease in net assets available for benefits	(1,385,842)
Net assets available for benefits, beginning of year	<u>7,340,391</u>
Net assets available for benefits, end of year	<u><u>\$ 5,954,549</u></u>

The accompanying notes are an integral part of these financial statements.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN

The following description of Rubicon Programs 403(b) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan, a defined contribution plan sponsored by Rubicon Programs, Inc. ("Employer" or "Company"), and pursuant to Section 403(b) and related provisions of the Internal Revenue Code (IRC), was established effective February 1, 2002, and restated effective October 1, 2021. The Company is the plan administrator of the Plan.

The Plan is designed to provide participants with a means to defer a portion of their eligible compensation for retirement and to provide benefits in the event of disability, death, termination of employment or financial hardship. Employees of Rubicon Enterprises, Inc. ("Enterprises"), a participating employer, and the Company are eligible to participate in elective deferrals on their first day of employment. All participants are eligible for non-elective or discretionary matching contributions upon the later of their employment commencement date or plan entry date. Those persons paid outside of the payroll system, leased employees, temporary employees, and nonresident aliens who do not receive any earned income from the Employer or Enterprises which constitutes United States source income are prohibited from participating. The Plan is subject to the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA) and subsequent amendments.

Participants of the Plan can direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a fixed interest option and a number of variable mutual fund options.

An expansion of Setting Every Community Up for Retirement Enhancement Act of 2019 ("SECURE 2.0") was signed into law on December 29, 2022, as part of the Consolidated Appropriations Act of 2023. The effective dates of provisions within SECURE 2.0 vary through 2026. The Company has until the end of the first Plan year beginning on or after January 1, 2025, to amend the Plan for the changes related to SECURE 2.0. The Plan has not been formally amended to adopt these provisions as of the date the financial statements were available to be issued.

Plan administration

The Plan is administered by a committee appointed by the Company. The committee has delegated certain responsibilities for the operation and administration of the Plan. Voya Retirement Insurance and Annuity Company (the "Custodian") provides custodial services over investment assets and execution of investment transactions, and recordkeeping and administrative services for the Plan.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN (continued)

Contributions

Each year, participants may contribute up to 100% of their annual compensation on a pretax basis or after-tax basis as Roth, as defined in the Plan documents, subject to certain IRC regulations. Participants may also contribute amounts representing distributions from other qualified plans (rollovers), as defined in the Plan documents. Matching contributions may be contributed by the Employer and Enterprises. Non-elective contributions may be made by the Employer or Enterprises at either's discretion. For the Plan year ended December 31, 2022, the Employer and Enterprises matching contribution was 50% of a participant's elective deferral up to \$500. There were no non-elective Employer contributions for the Plan year ended December 31, 2022.

Participant accounts

Each participant's account is credited with the participant's contributions (including rollovers from the participant's previous qualified plan, if any), and an allocation of Employer and Enterprises contributions, if any, and Plan earnings, if any, and charged with an allocation of administrative expenses and Plan losses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in their salary deferral and rollover contributions plus actual earnings thereon. Vesting in Employer contributions is based on years of service, as defined. Employees hired prior to January 1, 2014, that do not complete an hour of service on or after November 14, 2017, vested 25% if less than a year of service, 50% after a year of service, 75% after two years of service, and 100% after three years of service. Employees hired between January 1, 2014 and November 13, 2017, that do not complete an hour of service on or after November 14, 2017, vested 25% after a year of service, 50% after two years of service, 75% after three years of service, and 100% after four years of service. Employees hired prior to January 1, 2014, that complete an hour of service on or after November 14, 2017, vested 25% if less than a year of service, and 100% after a year of service. Effective November 14, 2017, all new hires are 100% vested after one year of service.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN (continued)

Payment of benefits

Participants withdrawing from the Plan receive their balance by a transfer to another qualified plan, a transfer to an individual retirement account, or a lump sum distribution that is subject to a 20% income tax withholding. Withdrawals from the Plan are governed by applicable IRS regulations and the provisions of ERISA. Penalties may apply in certain instances. The Plan provides that, upon termination of employment, retirement, disability, or upon attainment of age 65, the Plan may commence distribution of the participant's vested account by payment of a lump sum or partial distribution in accordance with the provisions of the plan document. If a terminated participant's total vested accrued benefit is less than \$5,000, the Plan may distribute the account to the participant in a lump sum payment. Also, participants may request a distribution of their deferral account upon incurring a financial hardship, as defined in the plan document.

In addition to the foregoing, participants are permitted to request in-service distributions from their vested Plan accounts at any time after having attained age 59½ and older.

Notes receivable from participants

Under the terms of the Plan, participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. A participant may not initiate more than two loans in one calendar year and may have only one loan outstanding at any time. The maximum loan term is five years, although it may be up to fifteen years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate established by the plan administrator.

The repayment of principal plus interest is required by the Plan to be made through payroll deductions. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Loans become immediately payable in the event of default, death, disability, or termination of employment.

Forfeitures

Forfeitures of terminated participants' balances may be used to reduce future nonelective contributions, matching contributions, and/or Plan expenses. No forfeitures were used to reduce Employer matching contributions during the year ended December 31, 2022. The Plan held forfeiture balances of \$2,270 and \$86 as of December 31, 2022 and 2021, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results may differ from those estimates. Significant items subject to such estimates and assumptions include the fair value of investments.

Risk and uncertainties

The Plan invests in various investment securities which are exposed to various risks such as interest rate fluctuations, liquidity risk, credit availability and overall market volatility. 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 amounts reported in the Plan's financial statements.

Investment valuation and income recognition

The investments are reported at fair value and contract value as reported and certified by the Custodian.

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).

Contract value is the relevant measurement for investment in a fully benefit-responsive investment contracts and is the amount participants would receive for permitted transactions under the terms of the Plan (See Note 4).

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments includes the Plan's gains and losses for investments purchased and sold during the year. Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions and contributions receivables

Contributions from participants are recorded based on the date the contributions have been separated from participants' pay by the Employer and Enterprise, which is the pay date. Employer and Enterprise contributions are recorded in the year they are earned to coincide with the year which the Employer and Enterprise record the contributions in their respective general ledgers. The Plan records receivables for contributions, if any, based upon the contributions recognized, less amounts received by the Plan as of the last day of the Plan year.

Rollovers are recorded when received by the Custodian.

Notes receivable from participants

Notes receivable from participants represent participant loans that are recorded at their unpaid balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned, and related fees are recorded as administrative expenses and expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2022 or 2021.

Payment of benefits

Benefit payments to participants are recorded as a reduction of net assets available for benefits when paid.

Administrative expenses

Administrative expenses are recorded when incurred.

3. FAIR VALUE MEASUREMENTS

Accounting standards require that fair value be determined based on the price that would be received from selling an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy 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.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. FAIR VALUE MEASUREMENTS (continued)

- *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; and 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.

Following is a description of the valuation methodology used for assets measured at fair value:

Mutual funds: Valued at the daily closing price as reported on the active market on which these securities are traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The Plan invests in a guaranteed interest account (Note 4), a fully benefit responsive investment contract, valued at contract value and therefore is not disclosed within the fair value hierarchy.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Mutual funds	<u>\$ 5,352,725</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,352,725</u>

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Mutual funds	<u>\$ 6,979,225</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,979,225</u>

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

4. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan is party to a group annuity contract with the Voya Retirement Insurance and Annuity Company (VRIAC) through which the Plan invests in a guaranteed interest account (GIA), a fully benefit-responsive investment contract, the Voya Fixed Account. VRIAC maintains the Plan's contributions to the GIA in its general account. The GIA is credited with contributions and interest and charged for participant withdrawals, administrative expenses, and any market value adjustment, if applicable. VRIAC is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by VRIAC and is reviewed on a monthly basis for resetting. Certain events might limit the ability of the Plan to transact at contract value with VRIAC. Such events include termination of the contract, spin-offs, divestitures, layoffs, corporate relocation, partial or total Plan termination, retirement incentive programs, and the liberalization of the Plan withdrawal or transfer rules. The plan administrator does not believe that any events are probable of occurring that might limit the ability of the Plan to transact at contract value with VRIAC and that also would limit the ability of the Plan to transact at contract value with the participants.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

5. INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN (UNAUDITED)

The plan administrator, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the Plan's investment information, and related activity, certified by the Custodian, determined to be a qualified institution by the Plan administrator, as complete and accurate, except for comparing such information to corresponding information included in the Plan's financial statements and supplemental schedule of assets (held at end of year). The Custodian has certified that the following data included in the accompanying financial statements is complete and accurate.

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2022 and 2021;
- Net depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2022, and;
- Investments and notes receivable from participants reflected on the schedule of assets (held at end of year) as of December 31, 2022.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

ERISA defines parties-in-interest similarly to a related party under financial accounting standards, except that ERISA's definition is broader and includes all entities and individuals that provide services to the Plan; however, these entities may not necessarily be related parties. Management did not identify any related parties to the Plan that were not also considered to be parties-in-interest. The Plan did not enter into any material related party transactions during the Plan year related to compensation arrangements, expense allowances, or similar items.

Parties-in-interest are defined by ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the plan sponsor, and certain others. As such, transactions conducted by the Custodian qualify as party-in-interest transactions.

Transaction fees for certain participant initiated activity are charged to the specific account of the participant initiating such transactions. The Custodian retains, as compensation for services provided to the Plan, any interest on amounts earned while certain transactions are pending.

The Company pays certain fees and expenses related to the administration of the Plan. The Plan is not obligated to repay the Company for expenses paid on its behalf.

Certain fund level fees incurred by the funds in which the Plan invests for such services as investment management, shareholder services and sub-transfer agency fees are paid through fund level revenue sharing arrangements. These fees reduce fund earnings thereby impacting Plan revenue applied to participants' accounts.

Certain Plan investment is managed by an affiliate of the Custodian; therefore, these investment transactions qualify as exempt party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

8. TAX STATUS

The Plan operates under a non-standardized prototype plan document provided by the Standard Retirement Services, Inc. The non standardized prototype plan has received an opinion letter from the IRS dated March 31, 2017, stating that the form of the prototype plan is acceptable under Section 401(a) of the IRC and is appropriate for use by employers for the benefit of their employees. The plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 10, 2023, the date the financial statements were available to be issued. No other subsequent events have occurred that would have a material impact on the presentation of the Plan's financial statements.

SUPPLEMENTAL SCHEDULES

Rubicon Programs 403(b) Plan
 EIN: 94-2301550; Plan: 003
 Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions
 For the Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions					
Check Here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		Total Fully Corrected Under VFCP and PTE 2002-51	
☒	\$ 55,118	\$ -	\$ -		\$ -	

Rubicon Programs 403(b) Plan
 EIN: 94-2301550; Plan: 003
 Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
 December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Vanguard Growth Index Fund	Mutual Fund	**	\$ 1,319,852
	Vanguard Equity-Income Fund	Mutual Fund	**	232,002
	Vanguard Mid Cap Index Fund	Mutual Fund	**	231,319
	Vanguard Mid Cap Value Index	Mutual Fund	**	266,977
	Vanguard Small Cap Index Fund	Mutual Fund	**	205,549
	T. Rowe Price Retirement 2015	Mutual Fund	**	421,244
	T. Rowe Price Retirement 2020	Mutual Fund	**	114,278
	T. Rowe Price Retirement 2025	Mutual Fund	**	88,067
	T. Rowe Price Retirement 2030	Mutual Fund	**	79,591
	T. Rowe Price Retirement 2035	Mutual Fund	**	98,709
	T. Rowe Price Retirement 2040	Mutual Fund	**	158,423
	T. Rowe Price Retirement 2045	Mutual Fund	**	63,297
	T. Rowe Price Retirement 2050	Mutual Fund	**	392,557
	T. Rowe Price Retirement 2055	Mutual Fund	**	157,570
	T. Rowe Price Retirement 2060	Mutual Fund	**	56,515
	T. Rowe Price Retirement 2065	Mutual Fund	**	686
	Vanguard Intermediate-Term Investment Fund	Mutual Fund	**	2,088
	Vanguard International Growth Fund	Mutual Fund	**	10,949
	American Funds Europe R6	Mutual Fund	**	12,225
	Vanguard Intermediate-Term Treasury Fund	Mutual Fund	**	407,406
	PIM Total Return Bond AZ	Mutual Fund	**	3,827
	Wisenhimer Main Street Mid Cap Fund	Mutual Fund	**	634,661
	Vanguard Small Cap Growth Index	Mutual Fund	**	114,855
	Invesco Corporate Bond Fund R6	Mutual Fund	**	166,804
	Mass Investors Growth Stock Fund R6	Mutual Fund	**	17,086
	PGIM Total Return Bond Fund R6	Mutual Fund	**	77,027
	Vanguard FTSE Social Index Fund	Mutual Fund	**	18,592
*	Voya Government Money Market Fund	Money Market Account	**	569
*	Voya Fixed Account	Guaranteed Interest Account	**	<u>555,087</u>
		Total investments		5,907,812
*	Notes receivable from participants	Interest rates of 3.25% - 8.50%	-	<u>46,737</u>
				<u><u>\$ 5,954,549</u></u>

* Indicated party-in-interest to the Plan

** Cost information not provided as all investments are participant directed

Attachment to 2022 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
RUBICON PROGRAMS 403(B) PLAN
EIN# 94-2301550
Plan# 003
As Of December 31, 2022

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
American Funds EuroPacific R6	Registered Investment Company		\$407,406
Invesco Corporate Bond Fd R6	Registered Investment Company		\$166,804
Mass Investors Grw Stk Fnd R6	Registered Investment Company		\$17,086
PGIM Total Return Bond Fund R6	Registered Investment Company		\$77,027
TIAA-CREF Intl Eq Ind Fd Ins	Registered Investment Company		\$10,949
TRwPr Retirement I 2015 Fd I	Registered Investment Company		\$114,278
TRwPr Retirement I 2020 Fd I	Registered Investment Company		\$88,067
TRwPr Retirement I 2025 Fd I	Registered Investment Company		\$79,591
TRwPr Retirement I 2030 Fd I	Registered Investment Company		\$98,709
TRwPr Retirement I 2035 Fd I	Registered Investment Company		\$158,423
TRwPr Retirement I 2040 Fd I	Registered Investment Company		\$63,297
TRwPr Retirement I 2045 Fd I	Registered Investment Company		\$392,557
TRwPr Retirement I 2050 Fd I	Registered Investment Company		\$157,570
TRwPr Retirement I 2055 Fd I	Registered Investment Company		\$56,515
TRwPr Retirement I 2060 Fd I	Registered Investment Company		\$2,088
TRwPr Retirement I 2065 Fd I	Registered Investment Company		\$686
Vangrd 500 Index Fund Adm	Registered Investment Company		\$634,661
Vangrd Equity Income Fund Adm	Registered Investment Company		\$232,002
Vangrd FTSE Social Ind Fd Adm	Registered Investment Company		\$18,592
Vangrd Growth Index Fund Adm	Registered Investment Company		\$1,319,852
Vangrd Intl Grw Fnd Adm	Registered Investment Company		\$12,225
Vangrd Int-Trm Treasury Fd Adm	Registered Investment Company		\$3,827
Vangrd Md-Cap Grw Index Fd Adm	Registered Investment Company		\$266,977
Vangrd Mid-Cap Index Fund Adm	Registered Investment Company		\$231,319
Vangrd Mid-Cap VI Indx Fnd Adm	Registered Investment Company		\$205,550
Vangrd Small-Cap Index Fnd Adm	Registered Investment Company		\$421,244
Vangrd Sm-Cap Grw Index Fd Adm	Registered Investment Company		\$114,855
* Voya Fixed Account (4452)	Insurance Company General Account		\$555,087
* Voya Gv Mny Mkt F A (Hld Acct)	Registered Investment Company		\$569
LOAN FUND	Participant Loans - Rates 3.25% to 8.50%		\$46,737
TOTAL			\$5,954,549

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

Rubicon Programs 403(b) Plan

Financial Statements
and Supplemental Schedules

December 31, 2022 and 2021
and For the Year Ended December 31, 2022



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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Rubicon Programs 403(b) Plan
Richmond, California

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

We have performed audits of the accompanying financial statements of Rubicon Programs 403(b) 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 as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits 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 Rubicon Programs 403(b) 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 3 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 Auditor's Responsibilities for the Audits 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 accounting principles generally accepted in the United States of America.
- 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).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audits of the Financial Statements section of our report. We are required to be independent of Rubicon Programs 403(b) 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audits 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 Rubicon Programs 403(b) Plan's ability to continue as a going concern within one year after the date that 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.

Auditor's Responsibilities for the Audits of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audits section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that audits conducted in accordance with generally accepted auditing standards 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 audits in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audits 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 Rubicon Programs 403(b) 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 Rubicon Programs 403(b) 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 audits, significant audit findings, and certain internal control related matters that we identified during the audits.

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of assets (held at end of year) as of December 31, 2022 and delinquent participant contributions for the year the ended (collectively, "supplemental schedules") 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 audits 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 generally accepted auditing standards. 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.

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, are 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 Section 103(a)(3)(C).

Armanino LLP

Armanino^{LLP}
Dallas, Texas

October 10, 2023

Rubicon Programs 403(b) Plan
Statements of Net Assets Available For Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value	\$ 5,352,725	\$ 6,979,225
Investment, at contract value	<u>555,087</u>	<u>301,509</u>
Total investments	<u>5,907,812</u>	<u>7,280,734</u>
Receivables		
Notes receivable from participants	<u>46,737</u>	<u>59,657</u>
Total receivables	<u>46,737</u>	<u>59,657</u>
Net assets available for benefits	<u><u>\$ 5,954,549</u></u>	<u><u>\$ 7,340,391</u></u>

The accompanying notes are an integral part of these financial statements.

Rubicon Programs 403(b) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2022

Additions to net assets	
Contributions	
Participants	\$ 529,394
Employer	<u>73,662</u>
Total contributions	<u>603,056</u>
Investment income (loss)	
Interest and dividends	160,833
Net depreciation in fair value of investments	<u>(1,749,315)</u>
Net investment income (loss)	<u>(1,588,482)</u>
Other income	
Interest income on notes receivable from participants	<u>2,528</u>
Total other income	<u>2,528</u>
Total additions to net assets, including net investment income (loss)	<u>(982,898)</u>
Deductions from net assets	
Benefits paid to participants	379,564
Administrative expenses	<u>23,380</u>
Total deductions from net assets	<u>402,944</u>
Net decrease in net assets available for benefits	(1,385,842)
Net assets available for benefits, beginning of year	<u>7,340,391</u>
Net assets available for benefits, end of year	<u>\$ 5,954,549</u>

The accompanying notes are an integral part of these financial statements.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN

The following description of Rubicon Programs 403(b) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan, a defined contribution plan sponsored by Rubicon Programs, Inc. ("Employer" or "Company"), and pursuant to Section 403(b) and related provisions of the Internal Revenue Code (IRC), was established effective February 1, 2002, and restated effective October 1, 2021. The Company is the plan administrator of the Plan.

The Plan is designed to provide participants with a means to defer a portion of their eligible compensation for retirement and to provide benefits in the event of disability, death, termination of employment or financial hardship. Employees of Rubicon Enterprises, Inc. ("Enterprises"), a participating employer, and the Company are eligible to participate in elective deferrals on their first day of employment. All participants are eligible for non-elective or discretionary matching contributions upon the later of their employment commencement date or plan entry date. Those persons paid outside of the payroll system, leased employees, temporary employees, and nonresident aliens who do not receive any earned income from the Employer or Enterprises which constitutes United States source income are prohibited from participating. The Plan is subject to the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA) and subsequent amendments.

Participants of the Plan can direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a fixed interest option and a number of variable mutual fund options.

An expansion of Setting Every Community Up for Retirement Enhancement Act of 2019 ("SECURE 2.0") was signed into law on December 29, 2022, as part of the Consolidated Appropriations Act of 2023. The effective dates of provisions within SECURE 2.0 vary through 2026. The Company has until the end of the first Plan year beginning on or after January 1, 2025, to amend the Plan for the changes related to SECURE 2.0. The Plan has not been formally amended to adopt these provisions as of the date the financial statements were available to be issued.

Plan administration

The Plan is administered by a committee appointed by the Company. The committee has delegated certain responsibilities for the operation and administration of the Plan. Voya Retirement Insurance and Annuity Company (the "Custodian") provides custodial services over investment assets and execution of investment transactions, and recordkeeping and administrative services for the Plan.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN (continued)

Contributions

Each year, participants may contribute up to 100% of their annual compensation on a pretax basis or after-tax basis as Roth, as defined in the Plan documents, subject to certain IRC regulations. Participants may also contribute amounts representing distributions from other qualified plans (rollovers), as defined in the Plan documents. Matching contributions may be contributed by the Employer and Enterprises. Non-elective contributions may be made by the Employer or Enterprises at either's discretion. For the Plan year ended December 31, 2022, the Employer and Enterprises matching contribution was 50% of a participant's elective deferral up to \$500. There were no non-elective Employer contributions for the Plan year ended December 31, 2022.

Participant accounts

Each participant's account is credited with the participant's contributions (including rollovers from the participant's previous qualified plan, if any), and an allocation of Employer and Enterprises contributions, if any, and Plan earnings, if any, and charged with an allocation of administrative expenses and Plan losses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in their salary deferral and rollover contributions plus actual earnings thereon. Vesting in Employer contributions is based on years of service, as defined. Employees hired prior to January 1, 2014, that do not complete an hour of service on or after November 14, 2017, vested 25% if less than a year of service, 50% after a year of service, 75% after two years of service, and 100% after three years of service. Employees hired between January 1, 2014 and November 13, 2017, that do not complete an hour of service on or after November 14, 2017, vested 25% after a year of service, 50% after two years of service, 75% after three years of service, and 100% after four years of service. Employees hired prior to January 1, 2014, that complete an hour of service on or after November 14, 2017, vested 25% if less than a year of service, and 100% after a year of service. Effective November 14, 2017, all new hires are 100% vested after one year of service.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN (continued)

Payment of benefits

Participants withdrawing from the Plan receive their balance by a transfer to another qualified plan, a transfer to an individual retirement account, or a lump sum distribution that is subject to a 20% income tax withholding. Withdrawals from the Plan are governed by applicable IRS regulations and the provisions of ERISA. Penalties may apply in certain instances. The Plan provides that, upon termination of employment, retirement, disability, or upon attainment of age 65, the Plan may commence distribution of the participant's vested account by payment of a lump sum or partial distribution in accordance with the provisions of the plan document. If a terminated participant's total vested accrued benefit is less than \$5,000, the Plan may distribute the account to the participant in a lump sum payment. Also, participants may request a distribution of their deferral account upon incurring a financial hardship, as defined in the plan document.

In addition to the foregoing, participants are permitted to request in-service distributions from their vested Plan accounts at any time after having attained age 59½ and older.

Notes receivable from participants

Under the terms of the Plan, participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. A participant may not initiate more than two loans in one calendar year and may have only one loan outstanding at any time. The maximum loan term is five years, although it may be up to fifteen years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate established by the plan administrator.

The repayment of principal plus interest is required by the Plan to be made through payroll deductions. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Loans become immediately payable in the event of default, death, disability, or termination of employment.

Forfeitures

Forfeitures of terminated participants' balances may be used to reduce future nonelective contributions, matching contributions, and/or Plan expenses. No forfeitures were used to reduce Employer matching contributions during the year ended December 31, 2022. The Plan held forfeiture balances of \$2,270 and \$86 as of December 31, 2022 and 2021, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results may differ from those estimates. Significant items subject to such estimates and assumptions include the fair value of investments.

Risk and uncertainties

The Plan invests in various investment securities which are exposed to various risks such as interest rate fluctuations, liquidity risk, credit availability and overall market volatility. 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 amounts reported in the Plan's financial statements.

Investment valuation and income recognition

The investments are reported at fair value and contract value as reported and certified by the Custodian.

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).

Contract value is the relevant measurement for investment in a fully benefit-responsive investment contracts and is the amount participants would receive for permitted transactions under the terms of the Plan (See Note 4).

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments includes the Plan's gains and losses for investments purchased and sold during the year. Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions and contributions receivables

Contributions from participants are recorded based on the date the contributions have been separated from participants' pay by the Employer and Enterprise, which is the pay date. Employer and Enterprise contributions are recorded in the year they are earned to coincide with the year which the Employer and Enterprise record the contributions in their respective general ledgers. The Plan records receivables for contributions, if any, based upon the contributions recognized, less amounts received by the Plan as of the last day of the Plan year.

Rollovers are recorded when received by the Custodian.

Notes receivable from participants

Notes receivable from participants represent participant loans that are recorded at their unpaid balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned, and related fees are recorded as administrative expenses and expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2022 or 2021.

Payment of benefits

Benefit payments to participants are recorded as a reduction of net assets available for benefits when paid.

Administrative expenses

Administrative expenses are recorded when incurred.

3. FAIR VALUE MEASUREMENTS

Accounting standards require that fair value be determined based on the price that would be received from selling an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy 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.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. FAIR VALUE MEASUREMENTS (continued)

- *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; and 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.

Following is a description of the valuation methodology used for assets measured at fair value:

Mutual funds: Valued at the daily closing price as reported on the active market on which these securities are traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The Plan invests in a guaranteed interest account (Note 4), a fully benefit responsive investment contract, valued at contract value and therefore is not disclosed within the fair value hierarchy.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Mutual funds	<u>\$ 5,352,725</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,352,725</u>

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Mutual funds	<u>\$ 6,979,225</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,979,225</u>

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

4. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan is party to a group annuity contract with the Voya Retirement Insurance and Annuity Company (VRIAC) through which the Plan invests in a guaranteed interest account (GIA), a fully benefit-responsive investment contract, the Voya Fixed Account. VRIAC maintains the Plan's contributions to the GIA in its general account. The GIA is credited with contributions and interest and charged for participant withdrawals, administrative expenses, and any market value adjustment, if applicable. VRIAC is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by VRIAC and is reviewed on a monthly basis for resetting. Certain events might limit the ability of the Plan to transact at contract value with VRIAC. Such events include termination of the contract, spin-offs, divestitures, layoffs, corporate relocation, partial or total Plan termination, retirement incentive programs, and the liberalization of the Plan withdrawal or transfer rules. The plan administrator does not believe that any events are probable of occurring that might limit the ability of the Plan to transact at contract value with VRIAC and that also would limit the ability of the Plan to transact at contract value with the participants.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

5. INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN (UNAUDITED)

The plan administrator, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the Plan's investment information, and related activity, certified by the Custodian, determined to be a qualified institution by the Plan administrator, as complete and accurate, except for comparing such information to corresponding information included in the Plan's financial statements and supplemental schedule of assets (held at end of year). The Custodian has certified that the following data included in the accompanying financial statements is complete and accurate.

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2022 and 2021;
- Net depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2022, and;
- Investments and notes receivable from participants reflected on the schedule of assets (held at end of year) as of December 31, 2022.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

ERISA defines parties-in-interest similarly to a related party under financial accounting standards, except that ERISA's definition is broader and includes all entities and individuals that provide services to the Plan; however, these entities may not necessarily be related parties. Management did not identify any related parties to the Plan that were not also considered to be parties-in-interest. The Plan did not enter into any material related party transactions during the Plan year related to compensation arrangements, expense allowances, or similar items.

Parties-in-interest are defined by ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the plan sponsor, and certain others. As such, transactions conducted by the Custodian qualify as party-in-interest transactions.

Transaction fees for certain participant initiated activity are charged to the specific account of the participant initiating such transactions. The Custodian retains, as compensation for services provided to the Plan, any interest on amounts earned while certain transactions are pending.

The Company pays certain fees and expenses related to the administration of the Plan. The Plan is not obligated to repay the Company for expenses paid on its behalf.

Certain fund level fees incurred by the funds in which the Plan invests for such services as investment management, shareholder services and sub-transfer agency fees are paid through fund level revenue sharing arrangements. These fees reduce fund earnings thereby impacting Plan revenue applied to participants' accounts.

Certain Plan investment is managed by an affiliate of the Custodian; therefore, these investment transactions qualify as exempt party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

8. TAX STATUS

The Plan operates under a non-standardized prototype plan document provided by the Standard Retirement Services, Inc. The non standardized prototype plan has received an opinion letter from the IRS dated March 31, 2017, stating that the form of the prototype plan is acceptable under Section 401(a) of the IRC and is appropriate for use by employers for the benefit of their employees. The plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Rubicon Programs 403(b) Plan
Notes to Financial Statements
December 31, 2022 and 2021

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 10, 2023, the date the financial statements were available to be issued. No other subsequent events have occurred that would have a material impact on the presentation of the Plan's financial statements.

SUPPLEMENTAL SCHEDULES

Rubicon Programs 403(b) Plan
 EIN: 94-2301550; Plan: 003
 Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions
 For the Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
☒	\$ 55,118	\$ -	\$ -	\$ -	\$ -

Rubicon Programs 403(b) Plan
 EIN: 94-2301550; Plan: 003
 Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
 December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Vanguard Growth Index Fund	Mutual Fund	**	\$ 1,319,852
	Vanguard Equity-Income Fund	Mutual Fund	**	232,002
	Vanguard Mid Cap Index Fund	Mutual Fund	**	231,319
	Vanguard Mid Cap Value Index	Mutual Fund	**	266,977
	Vanguard Small Cap Index Fund	Mutual Fund	**	205,549
	T. Rowe Price Retirement 2015	Mutual Fund	**	421,244
	T. Rowe Price Retirement 2020	Mutual Fund	**	114,278
	T. Rowe Price Retirement 2025	Mutual Fund	**	88,067
	T. Rowe Price Retirement 2030	Mutual Fund	**	79,591
	T. Rowe Price Retirement 2035	Mutual Fund	**	98,709
	T. Rowe Price Retirement 2040	Mutual Fund	**	158,423
	T. Rowe Price Retirement 2045	Mutual Fund	**	63,297
	T. Rowe Price Retirement 2050	Mutual Fund	**	392,557
	T. Rowe Price Retirement 2055	Mutual Fund	**	157,570
	T. Rowe Price Retirement 2060	Mutual Fund	**	56,515
	T. Rowe Price Retirement 2065	Mutual Fund	**	686
	Vanguard Intermediate-Term Investment Fund	Mutual Fund	**	2,088
	Vanguard International Growth Fund	Mutual Fund	**	10,949
	American Funds Europe R6	Mutual Fund	**	12,225
	Vanguard Intermediate-Term Treasury Fund	Mutual Fund	**	407,406
	PIM Total Return Bond AZ	Mutual Fund	**	3,827
	Wisenhimer Main Street Mid Cap Fund	Mutual Fund	**	634,661
	Vanguard Small Cap Growth Index	Mutual Fund	**	114,855
	Invesco Corporate Bond Fund R6	Mutual Fund	**	166,804
	Mass Investors Growth Stock Fund R6	Mutual Fund	**	17,086
	PGIM Total Return Bond Fund R6	Mutual Fund	**	77,027
	Vanguard FTSE Social Index Fund	Mutual Fund	**	18,592
*	Voya Government Money Market Fund	Money Market Account	**	569
*	Voya Fixed Account	Guaranteed Interest Account	**	<u>555,087</u>
		Total investments		5,907,812
*	Notes receivable from participants	Interest rates of 3.25% - 8.50%	-	<u>46,737</u>
				<u><u>\$ 5,954,549</u></u>

* Indicated party-in-interest to the Plan

** Cost information not provided as all investments are participant directed