

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 COWBELL CYBER INC 401(K) PLAN	1b	Three-digit plan number (PN) ▶ 001
		1c	Effective date of plan 01/01/2020
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) COWBELL CYBER INC 6800 KOLL CENTER PARKWAY SUITE 250 PLEASANTON, CA 94566	2b	Employer Identification Number (EIN) 83-3018866
		2c	Plan Sponsor's telephone number 925-399-6625
		2d	Business code (see instructions) 443142

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	CHRISTINE RIMER
	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

3a Plan administrator's name and address ☐ Same as Plan Sponsor GUIDELINE, INC. 1412 CHAPIN AVENUE BURLINGAME, CA 94010	3b Administrator's EIN 47-4474775 3c Administrator's telephone number 888-228-3491
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	5 121
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	108 185 0 34 219 0 219 208 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan COWBELL CYBER INC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 COWBELL CYBER INC	D Employer Identification Number (EIN) 83-3018866	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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>COWBELL CYBER INC 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COWBELL CYBER INC</u>		D Employer Identification Number (EIN) <u>83-3018866</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	133537	29640
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)	1	11297
(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)	6576	38141
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	1191470	3009417
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

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	1331584	3088495

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	1331584	3088495
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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)	373730	
(B) Participants	2a(1)(B)	1429248	
(C) Others (including rollovers)	2a(1)(C)	472716	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2275694
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)	818	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		818
(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)	60309	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		60309
(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)		
(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)		

		(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)		-405334
c Other income	2c		-423
d Total income. Add all income amounts in column (b) and enter total	2d		1931064
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	171450	
(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)		171450
f Corrective distributions (see instructions)	2f		888
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1	
(3) Investment advisory and management fees	2i(3)	1814	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1815
j Total expenses. Add all expense amounts in column (b) and enter total	2j		174153
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1756911
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: JOHNSON LAMBERT LLP

(2) EIN: 52-1446779

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		82158

	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	0
e Was this plan covered by a fidelity bond?	X		441000000
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	0
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
4l		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
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 COWBELL CYBER INC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 COWBELL CYBER INC		D Employer Identification Number (EIN) 83-3018866
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 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3581074		
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:	
a	The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a
b	The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b
c	The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	
a	The corresponding number for the plan year immediately preceding the current plan year.....	15a
b	The corresponding number for the second preceding plan year.....	15b
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:	
a	Enter the number of employers who withdrew during the preceding plan year	16a
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐	

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation _____



JohnsonLambert LLP
cpas + consultants

Cowbell Cyber Inc. 401(k) Plan

Financial Statements and Supplemental Schedules

*As of December 31, 2022 and 2021 and
for the year ended December 31, 2022
with Report of Independent Auditors*

Cowbell Cyber Inc. 401(k) Plan
Financial Statements and Supplemental Schedules

As of December 31, 2022 and 2021 and
for the year ended December 31, 2022

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Supplemental Schedules

Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	13
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions.....	14

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Report of Independent Auditors

Plan Sponsor and Participants
Cowbell Cyber Inc. 401(k) Plan

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

We have performed our audit of the financial statements of Cowbell Cyber Inc. 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the 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 audit of the 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 audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the 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 E to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by a institution that management determined meet(s) the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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 fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented 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).

A handwritten signature in black ink that reads "Johnson Lambert LLP". The signature is written in a cursive, flowing style.

Atlanta, Georgia
October 11, 2023

Cowbell Cyber Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

As of December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Cash	\$ 29,640	\$ 133,538
Investments, at fair value	3,020,714	1,191,470
Receivables:		
Employer contributions	16,185	5,575
Participant contributions	42,946	24,718
Notes receivable from participants	<u>38,141</u>	<u>6,576</u>
Net assets available for benefits	<u><u>\$ 3,147,626</u></u>	<u><u>\$ 1,361,877</u></u>

See accompanying notes to the financial statements.

Cowbell Cyber Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2022

	<u>2022</u>
Investment loss	
Net depreciation in fair value of investments	\$ (405,757)
Interest and dividends on investments:	60,309
Interest on notes receivable from participants	<u>818</u>
Total investment loss	(344,630)
Contributions	
Employee	1,447,476
Employer	384,340
Rollovers	<u>472,716</u>
Total contributions	2,304,532
Distributions	
Participant distributions and withdrawals	172,338
Administrative expenses	<u>1,815</u>
Total distributions	<u>174,153</u>
Net change in net assets available for benefits	1,785,749
Net assets available for benefits, beginning of year	<u>1,361,877</u>
Net assets available for benefits, end of year	<u><u>\$ 3,147,626</u></u>

See accompanying notes to the financial statements.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements

As of December 31, 2022 and 2021 and
for the year ended December 31, 2022

Note A - Description of Plan

General

The following description of Cowbell Cyber Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Cowbell Cyber, Inc. (Sponsor) is a privately-held company incorporated in the state of Delaware in January 2019. The Plan was originally adopted on January 1, 2020 to provide retirement investment benefits to eligible employees. The Plan is a defined contribution plan covering all eligible employees of the Sponsor. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Guideline, Inc. (Guideline) serves as the Administrator, Recordkeeper, Investment Manager and Automatic Rollover Provider for the Plan. Benefit Trust Company serves as the Custodian for the Plan. The Sponsor's CEO serves as the Plan Trustee.

Eligibility

The Plan covers all employees who are age 18 or older, excluding union employees, nonresident aliens, and leased employees, with eligibility beginning the first day of employment

Contributions

Eligible employees may contribute any amount of their eligible compensation to the Plan, subject to certain limitations under the Internal Revenue Code (IRC). The Plan allows participants to contribute to the Plan via pre-tax elective deferrals or Roth (after-tax) elective deferrals, or a combination of both pre-tax and after-tax elective deferrals, generally not to exceed \$20,500 in 2022. Participants may also rollover contributions from other qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Plan includes an auto-enrollment provision, whereby the Sponsor will automatically enroll newly hired employees who are eligible to participate in the Plan at a rate of 3% of eligible compensation, unless the employee affirmatively elects a different deferral rate, or elects not to participate in the Plan.

Effective August 1, 2021, the Sponsor matches 50% of employee's payroll deferrals up to 3% of eligible compensation. Beginning August 1, 2022, the Sponsor increased the match limit to 50% of employee's payroll deferrals up to 6% of eligible compensation.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note A - Description of Plan (continued)

In addition to the Sponsor matching contributions, the Sponsor may make a discretionary profit-sharing contribution to Plan participants who are employed on the last day of the Plan year. The Sponsor can choose to make a contribution regardless of if they make a profit or incur a loss for the year. Profit sharing contributions may be allocated so that each Participant receives a different amount of profit sharing as long as the contributions comply with IRS nondiscrimination requirements. Participant accounts are segregated for the purpose of determining the gains or losses on investments. For the year ended December 31, 2022, the Sponsor made no profit-sharing contributions to the Plan.

Vesting

Participants are always 100% immediately vested in all contributions made by the Sponsor.

Payment of benefits

Employee contributions and Sponsor contributions are available for distribution to participants upon death, disability, termination of employment or attainment of age 59½. Additionally, the Plan permits hardship withdrawals, provided participants meet certain conditions. At December 31, 2022, no benefit distributions had been requested by Plan participants but not yet paid.

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the value of the vested interest in his or her account, substantially equal installment distributions, a partial withdrawal, or delay receipt of benefits.

Notes receivable from participants

Participants are allowed to borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. A maximum of one loan can be outstanding at any time. 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 Sponsor. Loans must be repaid within 5 years (unless used for the purchase of a primary residence). Principal and interest payments are withheld from participant wages through semi-weekly after-tax payroll deductions.

Plan termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, all amounts credited to participant accounts become 100% vested.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note B - Significant Accounting Principles

Basis of accounting and use of estimates

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions which affect the reported amounts of net assets available for benefits at the date of the financial statements, disclosures of contingent assets and liabilities and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Cash

Cash is reported at cost, which approximates fair value.

Valuation of investments and income recognition

Investments are reported at fair value, as further described in Note F. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation or depreciation in the fair value of investments, which consists of the realized gains and losses and the unrealized appreciation and depreciation on those investments. Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance. Any accrued but unpaid interest is included in notes receivable from participants. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022. Delinquent participant loans are reclassified as deemed distributions based upon the terms of the Plan agreement.

Payment of benefits

Benefits are recorded as deductions to net assets available for plan benefits when paid.

Administrative expenses

Expenses of the Plan, to the extent that they are not covered by the Sponsor, may be paid out of the assets of the Plan, provided that such payment is consistent with ERISA. The cost of investment management expenses, transactional costs and service charges are charged to the Plan and netted against investment income or loss. Certain Plan expenses are paid by the Sponsor. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note B - Significant Accounting Principles (continued)

Risks and uncertainties

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

Subsequent events

The Sponsor evaluated subsequent events through October 11, 2023, the date on which these financial statements were available to be issued, and considered any relevant matters in the preparation of the financial statements.

Note C - Income Tax Status

Effective January 1, 2020, the Plan adopted an agreement designed by Guideline and pre-approved by the Internal Revenue Service (IRS). The Plan has been restated as recently as November 7, 2022. The Sponsor relies on the determination letter issued by the IRS dated November 18, 2020 that the Plan's design qualifies for exemption from federal income taxes under Section 401(a) of the Internal Revenue Code (IRC). Although the Plan has been amended since receipt of the determination letter, the Sponsor believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, the accompanying financial statements do not include a provision for income taxes.

The Sponsor analyzed the tax positions taken by the Plan, and concluded that as of December 31, 2022, no uncertain positions were taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note D - Related Party Transactions and Party in Interest

Certain administrative functions related to the Plan are performed by employees of the Sponsor at no charge to the Plan.

During the year ended December 31, 2022, Plan expenses of \$1,185 were paid out of participant accounts to Guideline and were qualifying party in interest transactions.

Notes receivable from participants also qualify as party in interest transactions. See Note A for further detail on outstanding notes receivable from participants.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note E - Certified Financial Information

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, Benefit Trust Company, the Custodian for the Plan, as of December 31, 2022 and 2021 and the year ended December 31, 2022, has certified that the following information below is complete and accurate:

- Investment balances and notes receivable from participants included in the statements of net assets available for benefits as of December 31, 2022 and 2021 and in certain notes;
- Interest and dividend income, interest on notes receivable from participants and net depreciation in fair value of investments for the year ended December 31, 2022, included in the statement of changes in net assets available for benefits and in certain notes; and
- Investment balances and notes receivable from participants included in the accompanying Schedule H Line 4i - Schedule of Assets (Held at End of Year).

Note F - Investments

The Plan's estimates of fair value for financial assets are based on the framework established in Accounting Standards Codifications 820, *Fair Value Measurements*, accounting guidance. The framework is based on the inputs used in valuation and requires that observable inputs be used in the valuations when available. The fair value accounting guidance includes a hierarchy based on whether significant valuation inputs are observable. In determining the level of the hierarchy in which the estimate is disclosed, the highest priority is given to unadjusted quoted prices in active markets and the lowest priority to unobservable inputs that reflect the Plan's significant market assumptions. The three levels of the fair value hierarchy, are described as follows:

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

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable, for substantially the entire period for the asset or liability and market corroborated inputs.

Level 3: Valuations based on models where significant inputs are not observable. The unobservable inputs reflect the Plan's own assumptions about the inputs that market participants would use.

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note F - Investments (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's invested assets as of December 31, 2022 and 2021, respectively.

Invested Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 3,020,714	\$ -	\$ -	\$ 3,020,714
Cash	29,640	-	-	29,640
Total	<u>\$ 3,050,354</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,050,354</u>

Invested Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 1,191,470	\$ -	\$ -	\$ 1,191,470
Cash	133,538	-	-	133,538
Total	<u>\$ 1,325,008</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,325,008</u>

Note G - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the audited financial statements at December 31, 2022 and 2021 to Form 5500:

	December 31,	
	2022	2021
Net assets available for benefits per the financial statements	\$ 3,147,626	\$ 1,361,877
Employer contributions receivable	(16,185)	(5,575)
Participant contributions receivable	<u>(42,946)</u>	<u>(24,718)</u>
Net assets available for benefits per Form 5500	<u>\$ 3,088,495</u>	<u>\$ 1,331,584</u>

The following is a reconciliation of the changes in net assets available for benefits per the audited financial statements for the year ended December 31, 2022 to Form 5500:

	December 31,
	2022
Change in net assets available for benefit per the financial statements	\$ 1,785,749
Employer contributions	(10,610)
Participant contributions	<u>(18,228)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 1,756,911</u>

Cowbell Cyber Inc. 401(k) Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 833018866 Plan No. 001

December 31, 2022

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
		Money market mutual		
	Banc Master Deposit Account A	fund	**	\$ 11,296
	CASH	Cash	**	29,641
	DFA Global Real Estate Securities Portfolio	Mutual Fund	**	13,880
	DFA Intermediate-Term Extended Quality Portfolio Institutional Class Shares	Mutual Fund	**	14,578
	DFA Large Cap International Portfolio Institutional Class	Mutual Fund	**	15,867
	DFA Real Estate Securities Portfolio Institutional Class	Mutual Fund	**	23,620
	DFA World ex U.S. Government Fixed Income Portfolio Institutional Class Shares	Mutual Fund	**	4,569
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	**	10,820
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual Fund	**	552,330
	Vanguard Emerging Markets Stock Index Fund Admiral Shares	Mutual Fund	**	265,607
	Vanguard Energy Index Fund Admiral Shares	Mutual Fund	**	12,376
	Vanguard Equity Income Fund Admiral Shares	Mutual Fund	**	28,090
	Vanguard Extended Market Index Fund Admiral Shares	Mutual Fund	**	5,505
	Vanguard Federal Money Market Fund Investor Shares	Mutual Fund	**	23,909
	Vanguard Growth Index Fund Admiral Shares	Mutual Fund	**	25,303
	Vanguard Inflation-Protected Securities Fund Admiral Shares	Mutual Fund	**	5,888
	Vanguard Long-Term Treasury Index Fund Admiral Shares	Mutual Fund	**	1,062
	Vanguard Mid-Cap Index Fund Admiral Shares	Mutual Fund	**	4,935
	Vanguard Mid-Cap Value Index Fund Admiral Shares	Mutual Fund	**	12,869
	Vanguard Real Estate Index Fund Admiral Shares	Mutual Fund	**	135,341
	Vanguard Short-Term Corporate Bond Index Fund Admiral Shares	Mutual Fund	**	1,360
	Vanguard Short-Term Inflation-Protected Securities Index Fund Admiral Shares	Mutual Fund	**	15,988
	Vanguard Short-Term Investment-Grade Fund Admiral Shares	Mutual Fund	**	2,025
	Vanguard Small-Cap Value Index Fund Admiral Shares	Mutual Fund	**	2,228
	Vanguard Strategic Small-Cap Equity Fund	Mutual Fund	**	25,761
	Vanguard Tax-Managed Small-Cap Fund Admiral Shares	Mutual Fund	**	9,574
	Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	**	335,891
	Vanguard Total International Bond Index Fund Admiral Shares	Mutual Fund	**	115,728
	Vanguard Total International Stock Index Fund Admiral Shares	Mutual Fund	**	1,506
	Vanguard Total Stock Market Index Fund Admiral Shares	Mutual Fund	**	1,273,778
	Vanguard Utilities Index Fund Admiral Shares	Mutual Fund	**	35,946
	Vanguard Value Index Fund Admiral Shares	Mutual Fund	**	33,083
	Total investments			3,050,354
		Interest ranging from		
*	Notes receivable from participants	4.25% to 8.00%	0	38,141
	Total assets held for investment purposes			\$ 3,088,495
*	<i>Represents party in interest to the Plan</i>			
**	<i>Cost is not required for participant-directed investments.</i>			

The information in this schedule has been certified as to its completeness and accuracy by Benefit Trust Company.

Cowbell Cyber Inc. 401(k) Plan

Schedule of Delinquent Participant Contributions

Schedule H (Line 4a) Form 5500

EIN: 833018866 Plan No. 001

December 31, 2022

Participant Contributions Transferred Late to the Plan			Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	Check here if Late Participant Loan Repayments are included:
Amount Withheld	Date Withheld	Date Remitted	Contributions Not Corrected	Contributions Corrected	Contributions Pending Correction		
\$ 82,157.47	5/13/2022	6/8/2022	\$ -	\$ 82,157.47	\$ -	\$ -	☒



JohnsonLambert LLP
cpas + consultants

Cowbell Cyber Inc. 401(k) Plan

Financial Statements and Supplemental Schedules

*As of December 31, 2022 and 2021 and
for the year ended December 31, 2022
with Report of Independent Auditors*

Cowbell Cyber Inc. 401(k) Plan
Financial Statements and Supplemental Schedules

As of December 31, 2022 and 2021 and
for the year ended December 31, 2022

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Supplemental Schedules

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Report of Independent Auditors

Plan Sponsor and Participants
Cowbell Cyber Inc. 401(k) Plan

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

We have performed our audit of the financial statements of Cowbell Cyber Inc. 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the 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 audit of the 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 audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the 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 E to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by a institution that management determined meet(s) the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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 fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented 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).

A handwritten signature in black ink that reads "Johnson Lambert LLP". The signature is written in a cursive, flowing style.

Atlanta, Georgia
October 11, 2023

Cowbell Cyber Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

As of December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Cash	\$ 29,640	\$ 133,538
Investments, at fair value	3,020,714	1,191,470
Receivables:		
Employer contributions	16,185	5,575
Participant contributions	42,946	24,718
Notes receivable from participants	<u>38,141</u>	<u>6,576</u>
Net assets available for benefits	<u><u>\$ 3,147,626</u></u>	<u><u>\$ 1,361,877</u></u>

See accompanying notes to the financial statements.

Cowbell Cyber Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2022

	<u>2022</u>
Investment loss	
Net depreciation in fair value of investments	\$ (405,757)
Interest and dividends on investments:	60,309
Interest on notes receivable from participants	<u>818</u>
Total investment loss	(344,630)
Contributions	
Employee	1,447,476
Employer	384,340
Rollovers	<u>472,716</u>
Total contributions	2,304,532
Distributions	
Participant distributions and withdrawals	172,338
Administrative expenses	<u>1,815</u>
Total distributions	<u>174,153</u>
Net change in net assets available for benefits	1,785,749
Net assets available for benefits, beginning of year	<u>1,361,877</u>
Net assets available for benefits, end of year	<u><u>\$ 3,147,626</u></u>

See accompanying notes to the financial statements.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements

As of December 31, 2022 and 2021 and
for the year ended December 31, 2022

Note A - Description of Plan

General

The following description of Cowbell Cyber Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Cowbell Cyber, Inc. (Sponsor) is a privately-held company incorporated in the state of Delaware in January 2019. The Plan was originally adopted on January 1, 2020 to provide retirement investment benefits to eligible employees. The Plan is a defined contribution plan covering all eligible employees of the Sponsor. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Guideline, Inc. (Guideline) serves as the Administrator, Recordkeeper, Investment Manager and Automatic Rollover Provider for the Plan. Benefit Trust Company serves as the Custodian for the Plan. The Sponsor's CEO serves as the Plan Trustee.

Eligibility

The Plan covers all employees who are age 18 or older, excluding union employees, nonresident aliens, and leased employees, with eligibility beginning the first day of employment

Contributions

Eligible employees may contribute any amount of their eligible compensation to the Plan, subject to certain limitations under the Internal Revenue Code (IRC). The Plan allows participants to contribute to the Plan via pre-tax elective deferrals or Roth (after-tax) elective deferrals, or a combination of both pre-tax and after-tax elective deferrals, generally not to exceed \$20,500 in 2022. Participants may also rollover contributions from other qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Plan includes an auto-enrollment provision, whereby the Sponsor will automatically enroll newly hired employees who are eligible to participate in the Plan at a rate of 3% of eligible compensation, unless the employee affirmatively elects a different deferral rate, or elects not to participate in the Plan.

Effective August 1, 2021, the Sponsor matches 50% of employee's payroll deferrals up to 3% of eligible compensation. Beginning August 1, 2022, the Sponsor increased the match limit to 50% of employee's payroll deferrals up to 6% of eligible compensation.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note A - Description of Plan (continued)

In addition to the Sponsor matching contributions, the Sponsor may make a discretionary profit-sharing contribution to Plan participants who are employed on the last day of the Plan year. The Sponsor can choose to make a contribution regardless of if they make a profit or incur a loss for the year. Profit sharing contributions may be allocated so that each Participant receives a different amount of profit sharing as long as the contributions comply with IRS nondiscrimination requirements. Participant accounts are segregated for the purpose of determining the gains or losses on investments. For the year ended December 31, 2022, the Sponsor made no profit-sharing contributions to the Plan.

Vesting

Participants are always 100% immediately vested in all contributions made by the Sponsor.

Payment of benefits

Employee contributions and Sponsor contributions are available for distribution to participants upon death, disability, termination of employment or attainment of age 59½. Additionally, the Plan permits hardship withdrawals, provided participants meet certain conditions. At December 31, 2022, no benefit distributions had been requested by Plan participants but not yet paid.

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the value of the vested interest in his or her account, substantially equal installment distributions, a partial withdrawal, or delay receipt of benefits.

Notes receivable from participants

Participants are allowed to borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. A maximum of one loan can be outstanding at any time. 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 Sponsor. Loans must be repaid within 5 years (unless used for the purchase of a primary residence). Principal and interest payments are withheld from participant wages through semi-weekly after-tax payroll deductions.

Plan termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, all amounts credited to participant accounts become 100% vested.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note B - Significant Accounting Principles

Basis of accounting and use of estimates

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions which affect the reported amounts of net assets available for benefits at the date of the financial statements, disclosures of contingent assets and liabilities and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Cash

Cash is reported at cost, which approximates fair value.

Valuation of investments and income recognition

Investments are reported at fair value, as further described in Note F. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation or depreciation in the fair value of investments, which consists of the realized gains and losses and the unrealized appreciation and depreciation on those investments. Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance. Any accrued but unpaid interest is included in notes receivable from participants. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022. Delinquent participant loans are reclassified as deemed distributions based upon the terms of the Plan agreement.

Payment of benefits

Benefits are recorded as deductions to net assets available for plan benefits when paid.

Administrative expenses

Expenses of the Plan, to the extent that they are not covered by the Sponsor, may be paid out of the assets of the Plan, provided that such payment is consistent with ERISA. The cost of investment management expenses, transactional costs and service charges are charged to the Plan and netted against investment income or loss. Certain Plan expenses are paid by the Sponsor. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note B - Significant Accounting Principles (continued)

Risks and uncertainties

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

Subsequent events

The Sponsor evaluated subsequent events through October 11, 2023, the date on which these financial statements were available to be issued, and considered any relevant matters in the preparation of the financial statements.

Note C - Income Tax Status

Effective January 1, 2020, the Plan adopted an agreement designed by Guideline and pre-approved by the Internal Revenue Service (IRS). The Plan has been restated as recently as November 7, 2022. The Sponsor relies on the determination letter issued by the IRS dated November 18, 2020 that the Plan's design qualifies for exemption from federal income taxes under Section 401(a) of the Internal Revenue Code (IRC). Although the Plan has been amended since receipt of the determination letter, the Sponsor believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, the accompanying financial statements do not include a provision for income taxes.

The Sponsor analyzed the tax positions taken by the Plan, and concluded that as of December 31, 2022, no uncertain positions were taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

Note D - Related Party Transactions and Party in Interest

Certain administrative functions related to the Plan are performed by employees of the Sponsor at no charge to the Plan.

During the year ended December 31, 2022, Plan expenses of \$1,185 were paid out of participant accounts to Guideline and were qualifying party in interest transactions.

Notes receivable from participants also qualify as party in interest transactions. See Note A for further detail on outstanding notes receivable from participants.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note E - Certified Financial Information

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, Benefit Trust Company, the Custodian for the Plan, as of December 31, 2022 and 2021 and the year ended December 31, 2022, has certified that the following information below is complete and accurate:

- Investment balances and notes receivable from participants included in the statements of net assets available for benefits as of December 31, 2022 and 2021 and in certain notes;
- Interest and dividend income, interest on notes receivable from participants and net depreciation in fair value of investments for the year ended December 31, 2022, included in the statement of changes in net assets available for benefits and in certain notes; and
- Investment balances and notes receivable from participants included in the accompanying Schedule H Line 4i - Schedule of Assets (Held at End of Year).

Note F - Investments

The Plan's estimates of fair value for financial assets are based on the framework established in Accounting Standards Codifications 820, *Fair Value Measurements*, accounting guidance. The framework is based on the inputs used in valuation and requires that observable inputs be used in the valuations when available. The fair value accounting guidance includes a hierarchy based on whether significant valuation inputs are observable. In determining the level of the hierarchy in which the estimate is disclosed, the highest priority is given to unadjusted quoted prices in active markets and the lowest priority to unobservable inputs that reflect the Plan's significant market assumptions. The three levels of the fair value hierarchy, are described as follows:

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

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable, for substantially the entire period for the asset or liability and market corroborated inputs.

Level 3: Valuations based on models where significant inputs are not observable. The unobservable inputs reflect the Plan's own assumptions about the inputs that market participants would use.

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Cowbell Cyber Inc. 401(k) Plan

Notes to the Financial Statements (Continued)

Note F - Investments (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's invested assets as of December 31, 2022 and 2021, respectively.

Invested Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 3,020,714	\$ -	\$ -	\$ 3,020,714
Cash	29,640	-	-	29,640
Total	<u>\$ 3,050,354</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,050,354</u>

Invested Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 1,191,470	\$ -	\$ -	\$ 1,191,470
Cash	133,538	-	-	133,538
Total	<u>\$ 1,325,008</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,325,008</u>

Note G - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the audited financial statements at December 31, 2022 and 2021 to Form 5500:

	December 31,	
	2022	2021
Net assets available for benefits per the financial statements	\$ 3,147,626	\$ 1,361,877
Employer contributions receivable	(16,185)	(5,575)
Participant contributions receivable	<u>(42,946)</u>	<u>(24,718)</u>
Net assets available for benefits per Form 5500	<u>\$ 3,088,495</u>	<u>\$ 1,331,584</u>

The following is a reconciliation of the changes in net assets available for benefits per the audited financial statements for the year ended December 31, 2022 to Form 5500:

	December 31,
	2022
Change in net assets available for benefit per the financial statements	\$ 1,785,749
Employer contributions	(10,610)
Participant contributions	<u>(18,228)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 1,756,911</u>

Cowbell Cyber Inc. 401(k) Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 833018866 Plan No. 001

December 31, 2022

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value	
	Money market mutual			
Banc Master Deposit Account A	fund	**	\$	11,296
CASH	Cash	**		29,641
DFA Global Real Estate Securities Portfolio	Mutual Fund	**		13,880
DFA Intermediate-Term Extended Quality Portfolio Institutional Class Shares	Mutual Fund	**		14,578
DFA Large Cap International Portfolio Institutional Class	Mutual Fund	**		15,867
DFA Real Estate Securities Portfolio Institutional Class	Mutual Fund	**		23,620
DFA World ex U.S. Government Fixed Income Portfolio Institutional Class Shares	Mutual Fund	**		4,569
Vanguard 500 Index Fund Admiral Shares	Mutual Fund	**		10,820
Vanguard Developed Markets Index Fund Admiral Shares	Mutual Fund	**		552,330
Vanguard Emerging Markets Stock Index Fund Admiral Shares	Mutual Fund	**		265,607
Vanguard Energy Index Fund Admiral Shares	Mutual Fund	**		12,376
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Vanguard Federal Money Market Fund Investor Shares	Mutual Fund	**		23,909
Vanguard Growth Index Fund Admiral Shares	Mutual Fund	**		25,303
Vanguard Inflation-Protected Securities Fund Admiral Shares	Mutual Fund	**		5,888
Vanguard Long-Term Treasury Index Fund Admiral Shares	Mutual Fund	**		1,062
Vanguard Mid-Cap Index Fund Admiral Shares	Mutual Fund	**		4,935
Vanguard Mid-Cap Value Index Fund Admiral Shares	Mutual Fund	**		12,869
Vanguard Real Estate Index Fund Admiral Shares	Mutual Fund	**		135,341
Vanguard Short-Term Corporate Bond Index Fund Admiral Shares	Mutual Fund	**		1,360
Vanguard Short-Term Inflation-Protected Securities Index Fund Admiral Shares	Mutual Fund	**		15,988
Vanguard Short-Term Investment-Grade Fund Admiral Shares	Mutual Fund	**		2,025
Vanguard Small-Cap Value Index Fund Admiral Shares	Mutual Fund	**		2,228
Vanguard Strategic Small-Cap Equity Fund	Mutual Fund	**		25,761
Vanguard Tax-Managed Small-Cap Fund Admiral Shares	Mutual Fund	**		9,574
Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	**		335,891
Vanguard Total International Bond Index Fund Admiral Shares	Mutual Fund	**		115,728
Vanguard Total International Stock Index Fund Admiral Shares	Mutual Fund	**		1,506
Vanguard Total Stock Market Index Fund Admiral Shares	Mutual Fund	**		1,273,778
Vanguard Utilities Index Fund Admiral Shares	Mutual Fund	**		35,946
Vanguard Value Index Fund Admiral Shares	Mutual Fund	**		33,083
Total investments				3,050,354
*	Notes receivable from participants	Interest ranging from 4.25% to 8.00%	0	38,141
Total assets held for investment purposes				\$ 3,088,495
*	<i>Represents party in interest to the Plan</i>			
**	<i>Cost is not required for participant-directed investments.</i>			

The information in this schedule has been certified as to its completeness and accuracy by Benefit Trust Company.

Cowbell Cyber Inc. 401(k) Plan

Schedule of Delinquent Participant Contributions

Schedule H (Line 4a) Form 5500

EIN: 833018866 Plan No. 001

December 31, 2022

Participant Contributions Transferred Late to the Plan			Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	Check here if Late Participant Loan Repayments are included:
Amount Withheld	Date Withheld	Date Remitted	Contributions Not Corrected	Contributions Corrected	Contributions Pending Correction		
\$ 82,157.47	5/13/2022	6/8/2022	\$ -	\$ 82,157.47	\$ -	\$ -	☒