

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 BOTTOMLINE TECHNOLOGIES 401(K) PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 07/01/1991
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) BOTTOMLINE TECHNOLOGIES, INC. 325 CORPORATE DRIVE PORTSMOUTH, NH 03801	2b Employer Identification Number (EIN) 02-0433294 2c Plan Sponsor's telephone number 603-501-5283 2d Business code (see instructions) 541519

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.	10/16/2023	NICOLE CHANTRE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 1744
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 1248
a(2) Total number of active participants at the end of the plan year		6a(2) 1226
b Retired or separated participants receiving benefits		6b 4
c Other retired or separated participants entitled to future benefits.....		6c 602
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 1832
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1
f Total. Add lines 6d and 6e		6f 1833
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 1783
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 229
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 2R 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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ 0 A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☐ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan BOTTOMLINE TECHNOLOGIES 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BOTTOMLINE TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 02-0433294	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

PINNACLE PRIVATE WEALTH LLC

27-0149074

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	114866	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BOIVIN & ASSOCIATES CPAS PLLC

27-1516157

(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?
10	ACCOUNTANT/AUDITOR	10750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	-86446	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CALV SH DUR INCOME I - SS&C GIDS, P.O. BOX 219544 KANSAS CITY, MO 64105-1407	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL SM CAP INDEX I2 - COLUMBIA MGT PO BOX 219104 KANSAS CITY, MO 64121-9104	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX STOCK I - STATE STREET	0.10%	
04-2456637		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HTFD SM CAP VAL R5 - HARTFORD ADMI 41-0679409	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPM EMRG MKTS EQ L - DST ASSET MAN 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MS W LARGE CAP GR I - NYLIM SERVIC 52-2206685	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MSIF DISCOVERY I - SS&C GIDS, INC 522 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10036	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB LG CAP VAL INST - DST ASSET MAN 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRMTRC CMDY STRAT I - BNY MELLON I 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCHSTN LG CAP FOC Y - BNY MELLON I 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALGER FOCUS EQUITY CL I 600 PLAZA ONE 6TH FL JERSITY CITY, NJ 07311	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BAIRD AGGREGATE BOND FUND INSTL 777 E. WISCONSIN AVE 18TH FL MILWAUKEE, WI 53202	0.02%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK ADVANTAGE SMALL CAP CORE 40 EAST 52ND ST NEW YORK, NY 10022	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA THERMOSTAT CL A 225 FRANKLIN ST BX25 10320 BOSTON, MA 02110	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DFA INTERNATIONAL CORE EQUITY 6300 BEE CAVES ROAD BUILDING ONE AUSTIN, TX 78746	0.02%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS RREEF REAL ASSETS FUND INSTL C 280 PARK AVE 9TH FLR NEW YORK, NY 10026	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DRIEHAUS SMALL CAP GROWTH INVESTOR 25 EAST ERIE ST CHICAGO, IL 60611	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN DYNATECH FUND A 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	\$16.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARDING LOEVNER INST EMERGING MRKT PO BOX 4766 CHICAGO, IL 60680	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK INTL INVESTOR CL 111 SOUTH WACKER DR. CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS HENDERSON CONTRARIAN T 151 DETROIT ST. DENVER, CO 80206	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JACKSON SQUARE SMID CAP GROWTH FD 1 LETTERMAN DR SAN FRANCISCO, CA 94129	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MATTHEWS CHINA FUND 4 EMBARCADERO CENTER STE 550 SAN FRANCISCO, CA 94111	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MORGAN STA INST INC.INCEPTION PORT 522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN NEW WORLD CLASS F1 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	0.37%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRIMECAP ODYSSEY STO CK FUND 2020 E. FINANCIAL WAY STE 100 GLEN DORA, CA 91741	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PGIM GLOBAL TOTAL RETURN CL Z 655 BROAD ST NEWARK, NJ 07102	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE BLUE CHIP GROWTH INC 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE EQUITY INDEX 500 FUND 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE SMALL CAP VALUE FUND 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RYDEX LEISURE CLASS A	9601 BLACKWELL RD STE 500 ROCKVILLE, MD 20850	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET EQUITY 500 INDEX CL A	ONE LINCOLN ST. BOSTON, MA 02111-2900	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE GLBL ALLOCATION INVES	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

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>BOTTOMLINE TECHNOLOGIES 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>BOTTOMLINE TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>02-0433294</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash.....	1a	0	920
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	0	0
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	5079028	7038525
	(2) U.S. Government securities.....	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred.....	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred.....	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests.....	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants).....	1c(7)	0	0
	(8) Participant loans.....	1c(8)	1370721	1228843
	(9) Value of interest in common/collective trusts.....	1c(9)	0	0
	(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
	(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	197869073	161488539
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	204318822	169756827

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	204318822	169756827
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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 Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	3297968	
(B) Participants.....	2a(1)(B)	15205756	
(C) Others (including rollovers).....	2a(1)(C)	752034	
(2) Noncash contributions.....	2a(2)	0	19255758
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	99691	
(B) U.S. Government securities.....	2b(1)(B)	0	
(C) Corporate debt instruments.....	2b(1)(C)	0	
(D) Loans (other than to participants).....	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	62547	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		162238
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock.....	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	12085670	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12085670
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds.....	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other.....	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-49286429
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-17782763
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16729943	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16729943
f Corrective distributions (see instructions)	2f		10264
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	39025	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		39025
j Total expenses. Add all expense amounts in column (b) and enter total	2j		16779232
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-34561995
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **BOVIN & ASSOCIATES, CPAS, PLLC**

(2) EIN: **27-1516157**

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	☒	☐	118926

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

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

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

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

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan <u>BOTTOMLINE TECHNOLOGIES 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>BOTTOMLINE TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>02-0433294</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
Bottomline Technologies 401(k) Plan
Years Ended December 31, 2022 and 2021**

Bottomline Technologies 401(k) Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2022 and 2021

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Report of Independent Auditors

To the Plan Administrator and Participants
Bottomline Technologies 401(k) Plan

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

We have performed audits of the accompanying financial statements of Bottomline Technologies 401(k) 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bottomline Technologies 401(k) Plan's financial statements performed in accordance with the ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2022 and 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for Audit of the Financial Statements section of our report. We are required to be independent of Bottomline Technologies 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 Bottomline Technologies 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

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 Bottomline Technologies 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Bottomline Technologies 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter

Supplemental Schedules Required by ERISA

The supplemental schedule of delinquent participant contributions for the year ended December 31, 2022, and the schedule of assets (held at end of year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with 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 presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Boivin & Associates, CPA's, PLLC

Boivin & Associates, CPAs, PLLC

Merrimack, New Hampshire

October 13, 2023

Bottomline Technologies 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2022	2021
Assets		
Investments, at fair value	\$ 168,527,984	\$ 202,948,101
Receivables:		
Employee contributions	59,084	—
Employer contributions	55,419	—
Notes receivable from participants	1,228,843	1,370,721
	1,343,346	1,370,721
Net assets available for benefits	\$ 169,871,330	\$ 204,318,822

See accompanying notes.

Bottomline Technologies 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2022	2021
Additions		
Dividends and interest income	\$ 12,185,361	\$ 14,959,935
Net (depreciation) appreciation in fair value of mutual funds	(49,286,429)	12,764,626
Net investment (loss) income	(37,101,068)	27,724,561
Interest income from notes receivable from participants	62,547	75,606
Contributions:		
Employees	15,264,840	13,850,296
Employer	3,353,387	2,988,043
Rollovers	752,034	4,044,676
	19,370,261	20,883,015
Total (reductions) additions	(17,668,260)	48,683,182
Deductions (Income)		
Benefits paid directly to participants	16,740,207	14,318,699
Administrative expenses (income), net	39,025	(17,417)
Total deductions	16,779,232	14,301,282
Net (decrease) increase	(34,447,492)	34,381,900
Net assets available for benefits at beginning of year	204,318,822	169,936,922
Net assets available for benefits at end of year	<u>\$ 169,871,330</u>	<u>\$204,318,822</u>

See accompanying notes.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements

December 31, 2022

1. Description of Plan

The following description of the Bottomline Technologies 401(k) Plan (Plan) provides only general information. Participants should refer to the Summary Plan Description and the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established July 1, 1991 and most recently amended effective June 25, 2021, covering substantially all U.S. based full-time employees of Bottomline Technologies, Inc. (the Company) who have attained the age of nineteen. Employees are eligible to participate in the Plan on the first day of the month after the date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 13, 2022, the Company was acquired by Thoma Bravo, a leading software investment firm, in an all-cash transaction and is now a private company. There have been no changes to the Plan.

The Company acquired Nexus Systems Holdings, LLC and Nexus Systems, LLC September 9, 2022, and effective September 30, 2022, these employees are eligible to participate in the Plan.

Effective January 1, 2023, Legal Spend Holdings, LLC (LS) is a participating employer. LS employees have been part of the Plan as they are employees of the Company. LS is a new legal entity only.

Contributions

Each year, participants may contribute from 1% to 60% of their respective pretax annual compensation, subject to limitations established by the Plan and the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Effective September 30, 2022, the Plan also permits Roth elective deferrals. Roth elective deferrals shall be treated in the same manner as participant elective deferrals, except that Roth elective deferrals are not "pre-tax" deferrals as defined in the Code.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions (continued)

The Plan also includes an automatic enrollment and automatic deferral increase feature. Individuals hired by the Company who do not affirmatively elect not to participate are automatically enrolled in the Plan and will have their compensation reduced by 5% and invested in the Qualified Default Investment Alternative fund. In addition, these employees will have their deferrals increased by 1% per year, not to exceed 10% of their compensation, unless the employee affirmatively elects not to increase their contributions.

The Company may elect to provide a discretionary matching contribution. For the years ended December 31, 2022 and 2021, the Company provided a matching contribution equal to 50% of each participant's deferred compensation up to 5%.

Participants direct the investment of their contributions and the Company match into various investment options offered by the Plan, including a self-directed brokerage option.

Participants Accounts

Each participant's account is credited with the participant's contribution, employer contributions and a pro rata allocation of the Fund's investment gains or losses. The benefit to which a participant is entitled is the vested portion from the participant's account.

Forfeitures

At December 31, 2022 and 2021, forfeited non-vested employer contributions totaled \$20,847 and \$61,469, respectively. These amounts will be used to pay plan expenses and reduce future employer contributions. Forfeitures used to reduce employer contributions during the years ended December 31, 2022 and 2021 amounted to \$446,356 and \$462,457, respectively. Forfeitures used to pay plan expenses during the years ended December 31, 2022 and 2021 amounted to \$25 and \$-0-, respectively.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 20% vested after one year of credited service and 20% each year of credited service thereafter until a participant is 100% vested after the completion of five years of credited service.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon separation of employment due to termination, death, disability or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum amount. Prior to termination of employment, a participant can withdraw their deferred compensation upon reaching 59 1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its discretionary contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Fund management fees charged to the Plan for the management of investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, fund management fees are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Revenue Credit/Administrative Expenses

The Plan has fixed basis point pricing with Fidelity Workplace Services, LLC (FWS) for recordkeeping services. The fees related to recordkeeping services were fixed at 10 basis points effective December 1, 2020, and further reduced to 6 basis points effective December 1, 2021.

Prior to March 1, 2020, FWS calculated the recordkeeping fee quarterly based on the basis points, as noted above, and offset such amount with revenue generated from the various mutual fund investments. As a result, no specific amount was charged to the participant's account as the recordkeeping fee was included in the total net investment return and not included in administrative expenses. The remaining excess, if any, is transferred to the ERISA budget account. For the years ended December 31, 2022 and 2021, the amount of excess revenue added to the ERISA budget account above the traditional fixed basis recordkeeping fee was \$6,844 and \$3,578, respectively. The ERISA budget account can only be used to cover plan expenses, such as auditing, legal and consultant fees. These amounts are not available to reduce Company contributions.

The total amount of the revenue credit was \$208,121 and \$351,931 for the years ended December 31, 2022 and 2021, respectively. The amount available in the ERISA budget account at December 31, 2022 and 2021 is \$189,101 and \$190,490, respectively. During the years ended December 31, 2022 and 2021, \$10,875 and \$10,306, respectively, was used from the ERISA budget account to offset plan expenses, including the audit fee and other consulting services.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Revenue Credit/Administrative Expenses (continued)

Effective March 1, 2020, the Plan changed from the traditional pricing model, noted above, to a fee leveling model. As a result, FWS charges the participant's account the quarterly recordkeeping fee based on the basis points noted above. This fee for the years ended December 31, 2022 and 2021 was \$107,231 and \$187,181, respectively. FWS then allocates any excess revenue amounts from the participant's investments directly to the participant's account based on the specific investment held in each account. The amount of excess revenue allocated directly to participant accounts was \$201,277 and \$348,353 for the years ended December 31, 2022 and 2021, respectively.

There is also an annual per participant fee of \$65 (effective May 1, 2023, reduced to \$46.50) that is deducted from participant accounts, on a quarterly basis, for expenses associated with the Plan investment advisor. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$114,866 and \$122,552, respectively.

Certain other expenses such as participant loan processing fees and other specific participant fees are also deducted directly from participant accounts. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$14,149 and \$14,475, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

All investment information and notes receivables from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, and net appreciation (depreciation) in fair value of mutual funds, dividends and interest income, and interest income on notes receivable from participants for the years then ended, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following is a description of the valuation methodologies used by the Plan. There have been no changes in the valuation methodologies at December 31, 2022 and 2021.

Mutual funds are valued daily at the closing price per share, as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

All mutual fund investments held at December 31, 2022 and 2021, are Level 1 within the fair value hierarchy.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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.

6. Parties-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, notes receivable from participants and the management of investments held by the trustee are considered party-in-interest transactions.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the plan trustee. In addition, Fidelity Workplace Services, LLC is the plan recordkeeper. These investments and transactions are considered to be party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

7. Income Tax Status

The Plan has adopted the non-standardized pre-approved profit sharing plan of Fidelity Management & Research LLC. The non-standardized pre-approved profit sharing plan sponsor received an advisory letter from the IRS dated June 30, 2020 in which the Internal Revenue Service stated that the form of the non-standardized pre-approved profit sharing plan was in compliance with the applicable requirements of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the advisory letter, the plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified, and the related trust is tax exempt.

Accounting standards require recording uncertain income tax positions that exist in the Plan's financial statements. Plan management has determined there are no uncertain tax positions and believes there is no adjustment or disclosure required in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits, per Form 5500	\$ 169,756,827	\$ 204,318,822
Employee contributions receivable	59,084	—
Employer contributions receivable	55,419	—
Net assets available for benefits, per financial statements	\$ 169,871,330	\$ 204,318,822

The following is a reconciliation of the net change per the Form 5500 to the net change per the financial statements for the year ended December 31, 2022:

Net decrease per the Form 5500	\$ (34,561,995)
Employee contributions receivable at December 31, 2022	59,084
Employer contributions receivable at December 31, 2022	55,419
Net decrease per the financial statements	\$ (34,447,492)

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

9. Subsequent Events

The Company has evaluated all subsequent events through October 13, 2023, the date the financial statements were available to be issued. During this period, there have been no events that would require recognition in the financial statements or disclosures to the financial statements.

10. Delinquent Participant Contributions

During 2022, the Company failed to transmit certain participant contributions to the Plan in the amount of \$118,926 within the time period prescribed by ERISA. Late transmission of participant contributions constitutes a prohibited transaction under ERISA section 406. The Company deposited the late contributions and will calculate and fund the missed earnings.

Supplemental Schedules

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002- 51
X		<u>\$ 118,926</u>		

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Fidelity	500 Index Fund –121,031 shares	\$ 16,111,603
	American Funds	Target Date 2040 Fund –888,045 shares	14,217,607
	American Funds	Target Date 2035 Fund –722,185 shares	11,222,750
	American Funds	Target Date 2030 Fund –693,092 shares	10,112,208
	American Funds	Target Date 2045 Fund –587,956 shares	9,589,566
	Dodge & Cox	Stock Fund –41,819 shares	9,020,800
*	Fidelity Advisor	Technology Fund –112,328 shares	7,838,220
	American Funds	Target Date 2025 Fund –525,152 shares	7,105,306
	American Funds	Target Date 2050 Fund –434,386 shares	6,919,766
*	Fidelity	Government Money Market Portfolio – 6,871,368 shares	6,871,368
	Victory	Sycamore Established Value Fund –153,068 shares	6,849,813
	T. Rowe Price	Dividend Growth Fund –104,525 shares	6,696,890
*	Fidelity Advisor	Balanced Fund –259,964 shares	5,890,794
	American Funds	Target Date 2055 Fund –289,214 shares	5,775,600
	Columbia	Small Cap Index Fund –199,343 shares	4,592,864
	MFS	International Growth Fund –111,494 shares	4,016,031
	MainStay	Large Cap Growth Fund –482,553 shares	3,961,760
*	Fidelity Advisor	Strategic Income Fund –345,947 shares	3,763,900
	MSIF	Discovery Fund –289,549 shares	2,991,038
	American Funds	Target Date 2060 Fund –201,550 shares	2,718,910
	American Funds	Target Date 2020 Fund –217,011 shares	2,651,869
	Parametric	Commodity Strategy Fund –328,264 shares	2,114,017
	Calvert	Short Duration Income Fund –126,853 shares	1,923,097
	JP Morgan	Emerging Markets Equity Fund –66,424 shares	1,869,825
	Neuberger Berman	Large Cap Value Fund –40,456 shares	1,741,213

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Hartford	Small Cap Value Fund –153,632 shares	1,680,736
	Touchstone	Large Cap Focused Fund –32,397 shares	1,543,089
	American Funds	Target Date 2010 Fund –133,692 shares	1,447,879
*	Fidelity	Extended Market Index Fund –22,492 shares	1,417,424
*	Fidelity	U.S. Bond Index Fund –135,629 shares	1,380,702
*	Fidelity Advisor	Government Income Fund –131,088 shares	1,199,458
*	Fidelity	Global ex U.S. Index Fund –94,982 shares	1,192,030
	American Funds	Target Date 2015 Fund –88,460 shares	999,595
		Self-Directed Brokerage Accounts	654,637
	American Funds	Target Date 2065 Fund –34,173 shares	445,619
		Total Investments	<u>\$168,527,984</u>
*	Participant loans	4.25% – 8.00%	<u>\$ 1,228,843</u>

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included because all investments are participant-directed, and the cost of participant loans is \$-0-.



ROBIN L. BOIVIN, CPA, MST · STEVEN R. BOIVIN, CPA
395 DANIEL WEBSTER HIGHWAY, UNIT 6 · MERRIMACK, NH 03054 · (603) 424-0705 · WWW.BOIVINCPA.COM

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
Bottomline Technologies 401(k) Plan
Years Ended December 31, 2022 and 2021**

Bottomline Technologies 401(k) Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2022 and 2021

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Report of Independent Auditors

To the Plan Administrator and Participants
Bottomline Technologies 401(k) Plan

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

We have performed audits of the accompanying financial statements of Bottomline Technologies 401(k) 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bottomline Technologies 401(k) Plan's financial statements performed in accordance with the ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2022 and 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for Audit of the Financial Statements section of our report. We are required to be independent of Bottomline Technologies 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 Bottomline Technologies 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

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 Bottomline Technologies 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Bottomline Technologies 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter

Supplemental Schedules Required by ERISA

The supplemental schedule of delinquent participant contributions for the year ended December 31, 2022, and the schedule of assets (held at end of year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with 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 presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Boivin & Associates, CPA's, PLLC

Boivin & Associates, CPAs, PLLC

Merrimack, New Hampshire

October 13, 2023

Bottomline Technologies 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2022	2021
Assets		
Investments, at fair value	\$ 168,527,984	\$ 202,948,101
Receivables:		
Employee contributions	59,084	—
Employer contributions	55,419	—
Notes receivable from participants	1,228,843	1,370,721
	1,343,346	1,370,721
Net assets available for benefits	\$ 169,871,330	\$ 204,318,822

See accompanying notes.

Bottomline Technologies 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2022	2021
Additions		
Dividends and interest income	\$ 12,185,361	\$ 14,959,935
Net (depreciation) appreciation in fair value of mutual funds	(49,286,429)	12,764,626
Net investment (loss) income	(37,101,068)	27,724,561
Interest income from notes receivable from participants	62,547	75,606
Contributions:		
Employees	15,264,840	13,850,296
Employer	3,353,387	2,988,043
Rollovers	752,034	4,044,676
	19,370,261	20,883,015
Total (reductions) additions	(17,668,260)	48,683,182
Deductions (Income)		
Benefits paid directly to participants	16,740,207	14,318,699
Administrative expenses (income), net	39,025	(17,417)
Total deductions	16,779,232	14,301,282
Net (decrease) increase	(34,447,492)	34,381,900
Net assets available for benefits at beginning of year	204,318,822	169,936,922
Net assets available for benefits at end of year	<u><u>\$ 169,871,330</u></u>	<u><u>\$204,318,822</u></u>

See accompanying notes.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements

December 31, 2022

1. Description of Plan

The following description of the Bottomline Technologies 401(k) Plan (Plan) provides only general information. Participants should refer to the Summary Plan Description and the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established July 1, 1991 and most recently amended effective June 25, 2021, covering substantially all U.S. based full-time employees of Bottomline Technologies, Inc. (the Company) who have attained the age of nineteen. Employees are eligible to participate in the Plan on the first day of the month after the date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 13, 2022, the Company was acquired by Thoma Bravo, a leading software investment firm, in an all-cash transaction and is now a private company. There have been no changes to the Plan.

The Company acquired Nexus Systems Holdings, LLC and Nexus Systems, LLC September 9, 2022, and effective September 30, 2022, these employees are eligible to participate in the Plan.

Effective January 1, 2023, Legal Spend Holdings, LLC (LS) is a participating employer. LS employees have been part of the Plan as they are employees of the Company. LS is a new legal entity only.

Contributions

Each year, participants may contribute from 1% to 60% of their respective pretax annual compensation, subject to limitations established by the Plan and the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Effective September 30, 2022, the Plan also permits Roth elective deferrals. Roth elective deferrals shall be treated in the same manner as participant elective deferrals, except that Roth elective deferrals are not "pre-tax" deferrals as defined in the Code.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions (continued)

The Plan also includes an automatic enrollment and automatic deferral increase feature. Individuals hired by the Company who do not affirmatively elect not to participate are automatically enrolled in the Plan and will have their compensation reduced by 5% and invested in the Qualified Default Investment Alternative fund. In addition, these employees will have their deferrals increased by 1% per year, not to exceed 10% of their compensation, unless the employee affirmatively elects not to increase their contributions.

The Company may elect to provide a discretionary matching contribution. For the years ended December 31, 2022 and 2021, the Company provided a matching contribution equal to 50% of each participant's deferred compensation up to 5%.

Participants direct the investment of their contributions and the Company match into various investment options offered by the Plan, including a self-directed brokerage option.

Participants Accounts

Each participant's account is credited with the participant's contribution, employer contributions and a pro rata allocation of the Fund's investment gains or losses. The benefit to which a participant is entitled is the vested portion from the participant's account.

Forfeitures

At December 31, 2022 and 2021, forfeited non-vested employer contributions totaled \$20,847 and \$61,469, respectively. These amounts will be used to pay plan expenses and reduce future employer contributions. Forfeitures used to reduce employer contributions during the years ended December 31, 2022 and 2021 amounted to \$446,356 and \$462,457, respectively. Forfeitures used to pay plan expenses during the years ended December 31, 2022 and 2021 amounted to \$25 and \$0-, respectively.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 20% vested after one year of credited service and 20% each year of credited service thereafter until a participant is 100% vested after the completion of five years of credited service.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon separation of employment due to termination, death, disability or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum amount. Prior to termination of employment, a participant can withdraw their deferred compensation upon reaching 59 1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its discretionary contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Fund management fees charged to the Plan for the management of investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, fund management fees are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Revenue Credit/Administrative Expenses

The Plan has fixed basis point pricing with Fidelity Workplace Services, LLC (FWS) for recordkeeping services. The fees related to recordkeeping services were fixed at 10 basis points effective December 1, 2020, and further reduced to 6 basis points effective December 1, 2021.

Prior to March 1, 2020, FWS calculated the recordkeeping fee quarterly based on the basis points, as noted above, and offset such amount with revenue generated from the various mutual fund investments. As a result, no specific amount was charged to the participant's account as the recordkeeping fee was included in the total net investment return and not included in administrative expenses. The remaining excess, if any, is transferred to the ERISA budget account. For the years ended December 31, 2022 and 2021, the amount of excess revenue added to the ERISA budget account above the traditional fixed basis recordkeeping fee was \$6,844 and \$3,578, respectively. The ERISA budget account can only be used to cover plan expenses, such as auditing, legal and consultant fees. These amounts are not available to reduce Company contributions.

The total amount of the revenue credit was \$208,121 and \$351,931 for the years ended December 31, 2022 and 2021, respectively. The amount available in the ERISA budget account at December 31, 2022 and 2021 is \$189,101 and \$190,490, respectively. During the years ended December 31, 2022 and 2021, \$10,875 and \$10,306, respectively, was used from the ERISA budget account to offset plan expenses, including the audit fee and other consulting services.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Revenue Credit/Administrative Expenses (continued)

Effective March 1, 2020, the Plan changed from the traditional pricing model, noted above, to a fee leveling model. As a result, FWS charges the participant's account the quarterly recordkeeping fee based on the basis points noted above. This fee for the years ended December 31, 2022 and 2021 was \$107,231 and \$187,181, respectively. FWS then allocates any excess revenue amounts from the participant's investments directly to the participant's account based on the specific investment held in each account. The amount of excess revenue allocated directly to participant accounts was \$201,277 and \$348,353 for the years ended December 31, 2022 and 2021, respectively.

There is also an annual per participant fee of \$65 (effective May 1, 2023, reduced to \$46.50) that is deducted from participant accounts, on a quarterly basis, for expenses associated with the Plan investment advisor. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$114,866 and \$122,552, respectively.

Certain other expenses such as participant loan processing fees and other specific participant fees are also deducted directly from participant accounts. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$14,149 and \$14,475, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

All investment information and notes receivables from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, and net appreciation (depreciation) in fair value of mutual funds, dividends and interest income, and interest income on notes receivable from participants for the years then ended, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following is a description of the valuation methodologies used by the Plan. There have been no changes in the valuation methodologies at December 31, 2022 and 2021.

Mutual funds are valued daily at the closing price per share, as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

All mutual fund investments held at December 31, 2022 and 2021, are Level 1 within the fair value hierarchy.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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.

6. Parties-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, notes receivable from participants and the management of investments held by the trustee are considered party-in-interest transactions.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the plan trustee. In addition, Fidelity Workplace Services, LLC is the plan recordkeeper. These investments and transactions are considered to be party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

7. Income Tax Status

The Plan has adopted the non-standardized pre-approved profit sharing plan of Fidelity Management & Research LLC. The non-standardized pre-approved profit sharing plan sponsor received an advisory letter from the IRS dated June 30, 2020 in which the Internal Revenue Service stated that the form of the non-standardized pre-approved profit sharing plan was in compliance with the applicable requirements of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the advisory letter, the plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified, and the related trust is tax exempt.

Accounting standards require recording uncertain income tax positions that exist in the Plan's financial statements. Plan management has determined there are no uncertain tax positions and believes there is no adjustment or disclosure required in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits, per Form 5500	\$ 169,756,827	\$ 204,318,822
Employee contributions receivable	59,084	—
Employer contributions receivable	55,419	—
Net assets available for benefits, per financial statements	\$ 169,871,330	\$ 204,318,822

The following is a reconciliation of the net change per the Form 5500 to the net change per the financial statements for the year ended December 31, 2022:

Net decrease per the Form 5500	\$ (34,561,995)
Employee contributions receivable at December 31, 2022	59,084
Employer contributions receivable at December 31, 2022	55,419
Net decrease per the financial statements	\$ (34,447,492)

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

9. Subsequent Events

The Company has evaluated all subsequent events through October 13, 2023, the date the financial statements were available to be issued. During this period, there have been no events that would require recognition in the financial statements or disclosures to the financial statements.

10. Delinquent Participant Contributions

During 2022, the Company failed to transmit certain participant contributions to the Plan in the amount of \$118,926 within the time period prescribed by ERISA. Late transmission of participant contributions constitutes a prohibited transaction under ERISA section 406. The Company deposited the late contributions and will calculate and fund the missed earnings.

Supplemental Schedules

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002- 51
X		<u>\$ 118,926</u>		

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Fidelity	500 Index Fund –121,031 shares	\$ 16,111,603
	American Funds	Target Date 2040 Fund –888,045 shares	14,217,607
	American Funds	Target Date 2035 Fund –722,185 shares	11,222,750
	American Funds	Target Date 2030 Fund –693,092 shares	10,112,208
	American Funds	Target Date 2045 Fund –587,956 shares	9,589,566
	Dodge & Cox	Stock Fund –41,819 shares	9,020,800
*	Fidelity Advisor	Technology Fund –112,328 shares	7,838,220
	American Funds	Target Date 2025 Fund –525,152 shares	7,105,306
	American Funds	Target Date 2050 Fund –434,386 shares	6,919,766
*	Fidelity	Government Money Market Portfolio – 6,871,368 shares	6,871,368
	Victory	Sycamore Established Value Fund –153,068 shares	6,849,813
	T. Rowe Price	Dividend Growth Fund –104,525 shares	6,696,890
*	Fidelity Advisor	Balanced Fund –259,964 shares	5,890,794
	American Funds	Target Date 2055 Fund –289,214 shares	5,775,600
	Columbia	Small Cap Index Fund –199,343 shares	4,592,864
	MFS	International Growth Fund –111,494 shares	4,016,031
	MainStay	Large Cap Growth Fund –482,553 shares	3,961,760
*	Fidelity Advisor	Strategic Income Fund –345,947 shares	3,763,900
	MSIF	Discovery Fund –289,549 shares	2,991,038
	American Funds	Target Date 2060 Fund –201,550 shares	2,718,910
	American Funds	Target Date 2020 Fund –217,011 shares	2,651,869
	Parametric	Commodity Strategy Fund –328,264 shares	2,114,017
	Calvert	Short Duration Income Fund –126,853 shares	1,923,097
	JP Morgan	Emerging Markets Equity Fund –66,424 shares	1,869,825
	Neuberger Berman	Large Cap Value Fund –40,456 shares	1,741,213

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Hartford	Small Cap Value Fund –153,632 shares	1,680,736
	Touchstone	Large Cap Focused Fund –32,397 shares	1,543,089
	American Funds	Target Date 2010 Fund –133,692 shares	1,447,879
*	Fidelity	Extended Market Index Fund –22,492 shares	1,417,424
*	Fidelity	U.S. Bond Index Fund –135,629 shares	1,380,702
*	Fidelity Advisor	Government Income Fund –131,088 shares	1,199,458
*	Fidelity	Global ex U.S. Index Fund –94,982 shares	1,192,030
	American Funds	Target Date 2015 Fund –88,460 shares	999,595
		Self-Directed Brokerage Accounts	654,637
	American Funds	Target Date 2065 Fund –34,173 shares	445,619
		Total Investments	<u>\$168,527,984</u>
*	Participant loans	4.25% – 8.00%	<u>\$ 1,228,843</u>

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included because all investments are participant-directed, and the cost of participant loans is \$-0-.



ROBIN L. BOIVIN, CPA, MST · STEVEN R. BOIVIN, CPA
395 DANIEL WEBSTER HIGHWAY, UNIT 6 · MERRIMACK, NH 03054 · (603) 424-0705 · WWW.BOIVINCPA.COM

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
Bottomline Technologies 401(k) Plan
Years Ended December 31, 2022 and 2021**

Bottomline Technologies 401(k) Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2022 and 2021

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Report of Independent Auditors

To the Plan Administrator and Participants
Bottomline Technologies 401(k) Plan

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

We have performed audits of the accompanying financial statements of Bottomline Technologies 401(k) 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bottomline Technologies 401(k) Plan's financial statements performed in accordance with the ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2022 and 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for Audit of the Financial Statements section of our report. We are required to be independent of Bottomline Technologies 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 Bottomline Technologies 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

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 Bottomline Technologies 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Bottomline Technologies 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter

Supplemental Schedules Required by ERISA

The supplemental schedule of delinquent participant contributions for the year ended December 31, 2022, and the schedule of assets (held at end of year) as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with 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 presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Boivin & Associates, CPA's, PLLC

Boivin & Associates, CPAs, PLLC

Merrimack, New Hampshire

October 13, 2023

Bottomline Technologies 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2022	2021
Assets		
Investments, at fair value	\$ 168,527,984	\$ 202,948,101
Receivables:		
Employee contributions	59,084	—
Employer contributions	55,419	—
Notes receivable from participants	1,228,843	1,370,721
	1,343,346	1,370,721
Net assets available for benefits	\$ 169,871,330	\$ 204,318,822

See accompanying notes.

Bottomline Technologies 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2022	2021
Additions		
Dividends and interest income	\$ 12,185,361	\$ 14,959,935
Net (depreciation) appreciation in fair value of mutual funds	(49,286,429)	12,764,626
Net investment (loss) income	(37,101,068)	27,724,561
Interest income from notes receivable from participants	62,547	75,606
Contributions:		
Employees	15,264,840	13,850,296
Employer	3,353,387	2,988,043
Rollovers	752,034	4,044,676
	<u>19,370,261</u>	<u>20,883,015</u>
Total (reductions) additions	(17,668,260)	48,683,182
Deductions (Income)		
Benefits paid directly to participants	16,740,207	14,318,699
Administrative expenses (income), net	39,025	(17,417)
Total deductions	<u>16,779,232</u>	<u>14,301,282</u>
Net (decrease) increase	(34,447,492)	34,381,900
Net assets available for benefits at beginning of year	<u>204,318,822</u>	<u>169,936,922</u>
Net assets available for benefits at end of year	<u>\$ 169,871,330</u>	<u>\$204,318,822</u>

See accompanying notes.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements

December 31, 2022

1. Description of Plan

The following description of the Bottomline Technologies 401(k) Plan (Plan) provides only general information. Participants should refer to the Summary Plan Description and the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established July 1, 1991 and most recently amended effective June 25, 2021, covering substantially all U.S. based full-time employees of Bottomline Technologies, Inc. (the Company) who have attained the age of nineteen. Employees are eligible to participate in the Plan on the first day of the month after the date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 13, 2022, the Company was acquired by Thoma Bravo, a leading software investment firm, in an all-cash transaction and is now a private company. There have been no changes to the Plan.

The Company acquired Nexus Systems Holdings, LLC and Nexus Systems, LLC September 9, 2022, and effective September 30, 2022, these employees are eligible to participate in the Plan.

Effective January 1, 2023, Legal Spend Holdings, LLC (LS) is a participating employer. LS employees have been part of the Plan as they are employees of the Company. LS is a new legal entity only.

Contributions

Each year, participants may contribute from 1% to 60% of their respective pretax annual compensation, subject to limitations established by the Plan and the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Effective September 30, 2022, the Plan also permits Roth elective deferrals. Roth elective deferrals shall be treated in the same manner as participant elective deferrals, except that Roth elective deferrals are not "pre-tax" deferrals as defined in the Code.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions (continued)

The Plan also includes an automatic enrollment and automatic deferral increase feature. Individuals hired by the Company who do not affirmatively elect not to participate are automatically enrolled in the Plan and will have their compensation reduced by 5% and invested in the Qualified Default Investment Alternative fund. In addition, these employees will have their deferrals increased by 1% per year, not to exceed 10% of their compensation, unless the employee affirmatively elects not to increase their contributions.

The Company may elect to provide a discretionary matching contribution. For the years ended December 31, 2022 and 2021, the Company provided a matching contribution equal to 50% of each participant's deferred compensation up to 5%.

Participants direct the investment of their contributions and the Company match into various investment options offered by the Plan, including a self-directed brokerage option.

Participants Accounts

Each participant's account is credited with the participant's contribution, employer contributions and a pro rata allocation of the Fund's investment gains or losses. The benefit to which a participant is entitled is the vested portion from the participant's account.

Forfeitures

At December 31, 2022 and 2021, forfeited non-vested employer contributions totaled \$20,847 and \$61,469, respectively. These amounts will be used to pay plan expenses and reduce future employer contributions. Forfeitures used to reduce employer contributions during the years ended December 31, 2022 and 2021 amounted to \$446,356 and \$462,457, respectively. Forfeitures used to pay plan expenses during the years ended December 31, 2022 and 2021 amounted to \$25 and \$0-, respectively.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 20% vested after one year of credited service and 20% each year of credited service thereafter until a participant is 100% vested after the completion of five years of credited service.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon separation of employment due to termination, death, disability or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum amount. Prior to termination of employment, a participant can withdraw their deferred compensation upon reaching 59 1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its discretionary contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Fund management fees charged to the Plan for the management of investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, fund management fees are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Revenue Credit/Administrative Expenses

The Plan has fixed basis point pricing with Fidelity Workplace Services, LLC (FWS) for recordkeeping services. The fees related to recordkeeping services were fixed at 10 basis points effective December 1, 2020, and further reduced to 6 basis points effective December 1, 2021.

Prior to March 1, 2020, FWS calculated the recordkeeping fee quarterly based on the basis points, as noted above, and offset such amount with revenue generated from the various mutual fund investments. As a result, no specific amount was charged to the participant's account as the recordkeeping fee was included in the total net investment return and not included in administrative expenses. The remaining excess, if any, is transferred to the ERISA budget account. For the years ended December 31, 2022 and 2021, the amount of excess revenue added to the ERISA budget account above the traditional fixed basis recordkeeping fee was \$6,844 and \$3,578, respectively. The ERISA budget account can only be used to cover plan expenses, such as auditing, legal and consultant fees. These amounts are not available to reduce Company contributions.

The total amount of the revenue credit was \$208,121 and \$351,931 for the years ended December 31, 2022 and 2021, respectively. The amount available in the ERISA budget account at December 31, 2022 and 2021 is \$189,101 and \$190,490, respectively. During the years ended December 31, 2022 and 2021, \$10,875 and \$10,306, respectively, was used from the ERISA budget account to offset plan expenses, including the audit fee and other consulting services.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Revenue Credit/Administrative Expenses (continued)

Effective March 1, 2020, the Plan changed from the traditional pricing model, noted above, to a fee leveling model. As a result, FWS charges the participant's account the quarterly recordkeeping fee based on the basis points noted above. This fee for the years ended December 31, 2022 and 2021 was \$107,231 and \$187,181, respectively. FWS then allocates any excess revenue amounts from the participant's investments directly to the participant's account based on the specific investment held in each account. The amount of excess revenue allocated directly to participant accounts was \$201,277 and \$348,353 for the years ended December 31, 2022 and 2021, respectively.

There is also an annual per participant fee of \$65 (effective May 1, 2023, reduced to \$46.50) that is deducted from participant accounts, on a quarterly basis, for expenses associated with the Plan investment advisor. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$114,866 and \$122,552, respectively.

Certain other expenses such as participant loan processing fees and other specific participant fees are also deducted directly from participant accounts. The amounts deducted from participant accounts in 2022 and 2021 for these fees was \$14,149 and \$14,475, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

All investment information and notes receivables from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, and net appreciation (depreciation) in fair value of mutual funds, dividends and interest income, and interest income on notes receivable from participants for the years then ended, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following is a description of the valuation methodologies used by the Plan. There have been no changes in the valuation methodologies at December 31, 2022 and 2021.

Mutual funds are valued daily at the closing price per share, as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

All mutual fund investments held at December 31, 2022 and 2021, are Level 1 within the fair value hierarchy.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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.

6. Parties-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, notes receivable from participants and the management of investments held by the trustee are considered party-in-interest transactions.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the plan trustee. In addition, Fidelity Workplace Services, LLC is the plan recordkeeper. These investments and transactions are considered to be party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

7. Income Tax Status

The Plan has adopted the non-standardized pre-approved profit sharing plan of Fidelity Management & Research LLC. The non-standardized pre-approved profit sharing plan sponsor received an advisory letter from the IRS dated June 30, 2020 in which the Internal Revenue Service stated that the form of the non-standardized pre-approved profit sharing plan was in compliance with the applicable requirements of the Internal Revenue Code (Code). Although the Plan has been amended since receiving the advisory letter, the plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified, and the related trust is tax exempt.

Accounting standards require recording uncertain income tax positions that exist in the Plan's financial statements. Plan management has determined there are no uncertain tax positions and believes there is no adjustment or disclosure required in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits, per Form 5500	\$ 169,756,827	\$ 204,318,822
Employee contributions receivable	59,084	—
Employer contributions receivable	55,419	—
Net assets available for benefits, per financial statements	\$ 169,871,330	\$ 204,318,822

The following is a reconciliation of the net change per the Form 5500 to the net change per the financial statements for the year ended December 31, 2022:

Net decrease per the Form 5500	\$ (34,561,995)
Employee contributions receivable at December 31, 2022	59,084
Employer contributions receivable at December 31, 2022	55,419
Net decrease per the financial statements	\$ (34,447,492)

Bottomline Technologies 401(k) Plan

Notes to Financial Statements (continued)

9. Subsequent Events

The Company has evaluated all subsequent events through October 13, 2023, the date the financial statements were available to be issued. During this period, there have been no events that would require recognition in the financial statements or disclosures to the financial statements.

10. Delinquent Participant Contributions

During 2022, the Company failed to transmit certain participant contributions to the Plan in the amount of \$118,926 within the time period prescribed by ERISA. Late transmission of participant contributions constitutes a prohibited transaction under ERISA section 406. The Company deposited the late contributions and will calculate and fund the missed earnings.

Supplemental Schedules

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002- 51
X		<u>\$ 118,926</u>		

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Fidelity	500 Index Fund –121,031 shares	\$ 16,111,603
	American Funds	Target Date 2040 Fund –888,045 shares	14,217,607
	American Funds	Target Date 2035 Fund –722,185 shares	11,222,750
	American Funds	Target Date 2030 Fund –693,092 shares	10,112,208
	American Funds	Target Date 2045 Fund –587,956 shares	9,589,566
	Dodge & Cox	Stock Fund –41,819 shares	9,020,800
*	Fidelity Advisor	Technology Fund –112,328 shares	7,838,220
	American Funds	Target Date 2025 Fund –525,152 shares	7,105,306
	American Funds	Target Date 2050 Fund –434,386 shares	6,919,766
*	Fidelity	Government Money Market Portfolio – 6,871,368 shares	6,871,368
	Victory	Sycamore Established Value Fund –153,068 shares	6,849,813
	T. Rowe Price	Dividend Growth Fund –104,525 shares	6,696,890
*	Fidelity Advisor	Balanced Fund –259,964 shares	5,890,794
	American Funds	Target Date 2055 Fund –289,214 shares	5,775,600
	Columbia	Small Cap Index Fund –199,343 shares	4,592,864
	MFS	International Growth Fund –111,494 shares	4,016,031
	MainStay	Large Cap Growth Fund –482,553 shares	3,961,760
*	Fidelity Advisor	Strategic Income Fund –345,947 shares	3,763,900
	MSIF	Discovery Fund –289,549 shares	2,991,038
	American Funds	Target Date 2060 Fund –201,550 shares	2,718,910
	American Funds	Target Date 2020 Fund –217,011 shares	2,651,869
	Parametric	Commodity Strategy Fund –328,264 shares	2,114,017
	Calvert	Short Duration Income Fund –126,853 shares	1,923,097
	JP Morgan	Emerging Markets Equity Fund –66,424 shares	1,869,825
	Neuberger Berman	Large Cap Value Fund –40,456 shares	1,741,213

Bottomline Technologies 401(k) Plan

EIN: 02-0433294 Plan Number: 001

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

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Hartford	Small Cap Value Fund –153,632 shares	1,680,736
	Touchstone	Large Cap Focused Fund –32,397 shares	1,543,089
	American Funds	Target Date 2010 Fund –133,692 shares	1,447,879
*	Fidelity	Extended Market Index Fund –22,492 shares	1,417,424
*	Fidelity	U.S. Bond Index Fund –135,629 shares	1,380,702
*	Fidelity Advisor	Government Income Fund –131,088 shares	1,199,458
*	Fidelity	Global ex U.S. Index Fund –94,982 shares	1,192,030
	American Funds	Target Date 2015 Fund –88,460 shares	999,595
		Self-Directed Brokerage Accounts	654,637
	American Funds	Target Date 2065 Fund –34,173 shares	445,619
		Total Investments	<u>\$168,527,984</u>
*	Participant loans	4.25% – 8.00%	<u>\$ 1,228,843</u>

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included because all investments are participant-directed, and the cost of participant loans is \$-0-.



ROBIN L. BOIVIN, CPA, MST · STEVEN R. BOIVIN, CPA
395 DANIEL WEBSTER HIGHWAY, UNIT 6 · MERRIMACK, NH 03054 · (603) 424-0705 · WWW.BOIVINCPA.COM