

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 EVERLY WELL 401(K) PLAN	1b Three-digit plan number (PN) ▶	001
	1c Effective date of plan	08/13/2018
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) EVERLY HEALTH, INC. 823 CONGRESS AVE STE 1200 AUSTIN, TX 78701	2b Employer Identification Number (EIN) 86-2670281	
	2c Plan Sponsor's telephone number	512-309-5588
	2d Business code (see instructions)	621610

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	MELINDA SALAZAR
	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 EVERLY WELL, INC. c Plan Name EVERLY WELL 401(K) PLAN		4b EIN 47-4306383 4d PN 001
5 Total number of participants at the beginning of the plan year		5 685
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) 612
a(2) Total number of active participants at the end of the plan year		6a(2) 462
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 357
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 819
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 819
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 791
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan EVERLY WELL 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 EVERLY HEALTH, INC.	D Employer Identification Number (EIN) 86-2670281	

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	
VANGUARD	100 VANGUARD BLVD MALVERN, PA 19355
23-1945930	

(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)

GUIDELINE, INC.

47-4474775

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 26 27 31 37 38 50 64 65 72	RECORDKEEPER	9672	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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>EVERLY WELL 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>EVERLY HEALTH, INC.</u>	D Employer Identification Number (EIN) <u>86-2670281</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	85358	26846
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1119	1498
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants).....	1c(7)		
(8) Participant loans.....	1c(8)	44693	44551
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4304790	10425055
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4435960	10497950

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4435960	10497950
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1338041	
(B) Participants	2a(1)(B)	3999225	
(C) Others (including rollovers)	2a(1)(C)	2145082	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7482348
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1784	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1784
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	204691	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		204691
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1381998
c Other income	2c		1086
d Total income. Add all income amounts in column (b) and enter total	2d		6307911
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2004960	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2004960
f Corrective distributions (see instructions)	2f		704
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	36	
(3) Investment advisory and management fees	2i(3)	9635	
(4) Other	2i(4)	1	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9672
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2015336
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4292575
l Transfers of assets:			
(1) To this plan	2l(1)		1769415
(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: SENSIBA LLP

(2) EIN: 94-2370906

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a	X		116520

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	0
e Was this plan covered by a fidelity bond?	X		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	0
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
4l		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan EVERLY WELL 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 EVERLY HEALTH, INC.		D Employer Identification Number (EIN) 86-2670281
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3581074		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:	14a		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....		14b	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			14c
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	15a		
a The corresponding number for the plan year immediately preceding the current plan year.....		15b	
b The corresponding number for the second preceding plan year.....			
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:	16a		
a Enter the number of employers who withdrew during the preceding plan year		16b	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....			
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐			

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

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

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation _____

EVERLY WELL 401(K) PLAN

**Financial Statements
December 31, 2022 and 2021**

**Together with
Independent Auditors' Report**

EVERLY WELL 401(K) PLAN

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December 31, 2022

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Everly Well 401(k) Plan

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

We have performed audits of the financial statements of Everly Well 401(k) Plan (the “Plan”), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), as permitted by ERISA Section 103(a)(3)(C) (“ERISA Section 103(a)(3)(C)” audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan’s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (“DOL”) 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

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

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

Basis for Opinion on the Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the 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 (“U.S. GAAP”), and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors’ Responsibilities for the Audit of the Financial Statements

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

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

In performing an audit in accordance with GAAS, we: (a) exercise professional judgment and maintain professional skepticism throughout the audit, (b) 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, (c) obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed, (d) 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, and (e) conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our 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 U.S. GAAP.

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

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

Other Matter - Supplemental Schedules Required by ERISA

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

Other Matter - Supplemental Schedules Required by ERISA (continued)

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

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

Pleasanton, California
October 16, 2023

EVERLY WELL 401(K) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	2022	2021
Investments:		
Mutual funds, at fair value	\$ 10,425,055	\$ 4,304,790
Money market fund, at fair value	1,498	1,119
Cash	26,846	85,358
Total investments	10,453,399	4,391,267
Receivables:		
Notes receivable from participants	44,551	44,693
Participants contribution receivable	96,202	80,107
Employer contribution receivable	34,148	-
Total receivables	174,901	124,800
Net assets available for benefits	\$ 10,628,300	\$ 4,516,067

The accompanying notes are an integral part of these financial statements

EVERLY WELL 401(K) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (1,381,998)
Dividends and interest	<u>204,691</u>

Total investment loss, net	<u>(1,177,307)</u>
----------------------------	--------------------

Contributions:

Participants	4,015,320
Employer	1,372,189
Rollovers	<u>2,145,082</u>

Total contributions	<u>7,532,591</u>
---------------------	------------------

Other income:

Miscellaneous income	1,086
Interest income on notes receivable from participants	<u>1,784</u>

Total other income	<u>2,870</u>
--------------------	--------------

Total additions, net	<u>6,358,154</u>
----------------------	------------------

Deductions from net assets attributed to:

Benefits paid to participants	2,005,664
Administration and other costs	<u>9,672</u>

Total deductions	<u>2,015,336</u>
------------------	------------------

Net increase in net assets	4,342,818
----------------------------	-----------

Net assets available for benefits:

Beginning of year	4,516,067
Transfer of assets into the Plan	<u>1,769,415</u>

End of year	<u><u>\$ 10,628,300</u></u>
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The accompanying notes are an integral part of these financial statements

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan:

The following description of the Everly Well 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions. The Plan was sponsored by Everly Well, Inc, through November 10, 2022. Effective November 10, 2022, the Plan sponsor’s name was amended to Everly Health, Inc. (the “Company”). The Plan allows employees of the Company’s controlled group (PWN Health LLC, and Everly Diagnostics, Inc.) to participate in the Plan.

General - The Plan is a defined contribution plan established on August 13, 2018. The Plan was amended and restated effective January 1, 2022, and November 10, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan provides benefits for all eligible employees of the Company.

The Plan is administered by its sponsor, the Company, who retained the services of a third party to assist in the administration of the Plan. Through December 31, 2022, the Plan’s custodian was Benefit Trust Company (“Benefit Trust”), and the Plan’s third party administrator was Guideline.

Subsequent to year end, and in August 2023, the Plan’s assets were transferred to Fidelity Management Trust Company (“Fidelity”). Beginning August 2023, Fidelity is the Plan’s custodian and third party administrator. The transfer of asset has no impact to the financial statements presented.

Transfer of assets into the Plan - During September 2022, EWI Diagnostics I 401(k) Plan, the plan of an affiliated employer, EWI Diagnostics I, Inc., was terminated and the funds were transferred to the Plan. Total assets transferred in from EWI Diagnostics I 401(k) Plan were approximately \$226,000 and are presented as an asset transfer on the statement of changes in net assets available for benefits for the year ended December 31, 2022.

During March 2021, the Company acquired PWNHealth, LLC. During May 2022, PWNHealth’s 401(k) Plan was terminated, and the funds were transferred to the Plan. Total assets transferred in from PWNHealth, LLC’s plan were approximately \$1,543,000 and are presented as an asset transfer on the statement of changes in net assets available for benefits for the year ended December 31, 2022.

Eligibility - Except for excluded employees, all employees who have reached twenty-one years of age are eligible to participate in the Plan. Employees may enter the Plan on the first day of the of the pay period or coincident with the date eligibility requirements are met.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan (continued):

Participant contributions - Each year, participants may elect to defer 100% of eligible compensation to the Plan up to the maximum allowed under section 401(k) of the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make “catch-up” contributions, subject to statutory limits. The Plan includes an automatic enrollment provision whereby newly hired employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rates set initially at 2% of eligible compensation and their contributions are invested in a balanced fund until changed by the participant. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). Participants direct the allocation of their contributions to various investment options offered by the Plan.

Employer matching contributions - The Company may, at its sole discretion, make employer matching contributions to eligible participants. For the year ended December 31, 2022, the Company implemented a match of 50% of employee contributions up to 6% of eligible compensation calculated on a per pay period basis. For the year ended December 31, 2022, the Company made total discretionary matching contributions of approximately \$1,372,000.

Participant accounts - Each participant’s account is credited with the participant’s contribution and employer contributions and allocations of Plan earnings. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

Investment options - The Plan provides for investments to be directed by participants into a number of investment options held by the custodian. Earnings of each investment fund are allocated to participants’ accounts in proportion to each participant’s share of that fund. Participant investment options include a variety of mutual funds and a money market fund. Participants may change their investment options at their own discretion.

Vesting - Participants are immediately fully vested in their contributions as well as all earnings on those contributions. The Company’s matching contribution vest based on a years of service, not the date of contribution. Vesting on those contributions occur at a rate of 25% per year of service starting with the first year of service. Participants are fully vested in employer matching contributions after 4 years of service.

Notes receivable from participants - Participants may borrow from their vested account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant’s account and bear a fixed interest at the prime rate plus 1% for any loan received from the Plan. A participant may have no more than one loan outstanding at any time. Principal and interest is paid ratably through payroll deductions.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan (continued):

Payment of benefits - The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, financial hardship (as defined in the Plan), disability, death, or termination of employment. In-service distributions of the participant's vested account balance are permitted providing the participant has attained the age of 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account.

Forfeited accounts - Forfeitures are retained in the Plan and can be used to satisfy any contribution that may be required or be used to pay any administrative expenses of the Plan. In the event forfeitures are used to reduce an employer discretionary contribution and the forfeitures to be allocated exceed such discretionary contribution, then the remaining forfeitures will constitute additional discretionary contributions. During 2022, approximately \$322,000 of forfeitures were generated due to excess contributions from the Company. During 2022 the forfeitures from excess contributions were used to offset contributions to the Plan. Forfeitures remaining in the Plan as of December 31, 2022 and 2021 were immaterial. Forfeitures used to pay administrative expenses and employer discretionary contributions were immaterial for the plan year ended December 31, 2022.

Administrative expenses - Substantially all administrative expenses of the Plan are paid by the Plan. Separate fees for loan processing and certain investments as specified in the service agreement, are charged to individual participant's accounts.

Note 2 - Significant accounting policies:

Basis of accounting - The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates - The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 2 - Significant accounting policies (continued):

Investment valuation and income recognition - The Plan's investments are stated at their fair values. The shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The money market fund is valued at cost plus accrued interest, which approximates fair value. 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.

Fair value measurements - The Plan performs fair value measurements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. Refer to Note 3 for the fair value measurement disclosures associated with the Plan's investments.

Net depreciation in fair value of investments - The earnings, expenses, realized gains or losses, and unrealized appreciation (depreciation) in registered investment companies and other investments are recorded in the accompanying financial statements as net depreciation in fair value of investments.

Subsequent events - The Plan has evaluated subsequent events through the date that the financial statements were made available to be issued which is the date of the independent auditors' report.

Note 3 - Fair value:

The Plan performs fair value measurement in accordance with ASC 820 which defines fair value as the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 3 - Fair value (continued):

The fair value hierarchy is as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2022 and 2021 and have all been determined to be Level 1 by the Plan administrator:

	<u>2022</u>	<u>2021</u>
Mutual funds	\$ 10,425,055	\$ 4,304,790
Money market fund	<u>1,498</u>	<u>1,119</u>
Total investments measured at fair value	<u>\$ 10,426,553</u>	<u>\$ 4,305,909</u>

The Plan's valuation methodology used to measure the fair value of mutual and money market funds were derived from quoted market prices as substantially all of these instruments have active markets.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 4 - Investments:

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Benefit Trust, the custodian of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedules.

The following information included in the financial statements and supplemental schedules was provided by and certified by the Plan's custodian as complete and accurate:

- Investments as shown in the Statement of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Investment loss, net and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022.

Note 5 - Party-in-interest transactions:

At December 31, 2022 and 2021, the Plan did not hold investments in funds managed by Guideline or Benefit Trust.

Note 6 - Plan termination:

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

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 7 - Income tax status:

The prototype plan adopted by the Plan sponsor obtained its latest opinion letter on November 18, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has not received a separate opinion letter; however, the Plan administrator believes that the prototype plan, as adopted by the sponsor, is operating in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. During the year there were several late remittances of contributions to participant accounts which are considered prohibited transactions. The company has taken the necessary actions to correct these prohibited transactions and does not believe there is an impact to the Plan's exempt income tax status.

Note 8 - Risks and uncertainties:

The Plan provides for investments in various investment securities which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participant account balances.

Note 9 - Reconciliation of financial statements to Schedule H of Form 5500:

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

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per financial statements	\$ 10,628,300	\$ 4,516,067
Less: Contributions receivable from participants	(96,202)	(80,107)
Less: Contributions receivable from employer	<u>(34,148)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 10,497,950</u>	<u>\$ 4,435,960</u>

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 9 - Reconciliation of financial statements to Schedule H of Form 5500 (continued):

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

Net increase in net assets per financial statements	\$ 4,342,818
Plus: Prior year contributions receivable from participants	80,107
Less: Current year contributions receivable from participants	(96,202)
Less: Current year contributions receivable from participants	<u>(34,148)</u>
Net increase per Form 5500	<u><u>\$ 4,292,575</u></u>

EVERLY WELL 401(K) PLAN

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

Year Ended December 31, 2022

EIN 47-4306383

PLAN NUMBER 001

Participant contributions transferred late to Plan	Contributions not corrected	Contributions corrected outside the Voluntary Fiduciary Correction Program ("VFCP")	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
2021 - \$1,883	\$ -	\$ 1,883	\$ -	-
2022 - \$114,637	-	114,637	-	-
Total	\$ -	\$ 116,520	\$ -	-

EVERLY WELL 401(K) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2022
EIN 47-4306383
PLAN NUMBER: 001

(a)	(b)	(c)	(e)
Party- In- Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	Cash	Cash	\$ 26,846
	Mutual funds:		
	Vanguard Total Stock Index Admiral Shares	Mutual Fund	4,631,450
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual Fund	1,995,454
	Vanguard Group Bond Index Admiral Shares	Mutual Fund	1,314,853
	Vanguard Emerging Markets Stock Index Fund Admiral Shares	Mutual Fund	979,674
	Vanguard Real Estate Index Fund Admiral Shares	Mutual Fund	550,806
	Vanguard Total International Bond Index Admiral Shares	Mutual Fund	433,963
	Vanguard Index 500 Admiral Shares	Mutual Fund	109,671
	Vanguard Growth Index Fund Admiral Shares	Mutual Fund	67,186
	Vanguard Extended Market Index Fund Admiral Shares	Mutual Fund	48,504
	Vanguard Tax Managed Small-Cap Admiral Shares	Mutual Fund	34,303
	Vanguard Group Mid-Cap Index Admiral Shares	Mutual Fund	34,217
	Vanguard Value Index Admiral Shares	Mutual Fund	30,492
	Vanguard Small-Cap Value Index Admiral Shares	Mutual Fund	28,373
	Vanguard Information Technology Index Admiral Shares	Mutual Fund	26,104
	Vanguard Inflation-Protected Securities Fund Investor Shares	Mutual Fund	21,861
	Vanguard Total International Stock Index Admiral Shares	Mutual Fund	17,506
	Vanguard Group FTSE Social Index Fund Admiral Shares	Mutual Fund	16,188
	DFA Large Cap International Portfolio Institutional Class	Mutual Fund	12,491
	Vanguard Financials Index Fund Admiral Shares	Mutual Fund	9,489
	TIAA-Creff Social Choice EQ Premier	Mutual Fund	8,349
	Vanguard Energy Index Admiral Shares	Mutual Fund	7,092
	Vanguard Group Mid-Cap Value Index Fund Admiral Shares	Mutual Fund	6,300
	Vanguard Health Care Index Fund Admiral Shares	Mutual Fund	5,942
	American Funds Growth Fund of America R6	Mutual Fund	4,497
	DFA Funds Intermed Term Extended Quality Portfolio	Mutual Fund	4,447
	Vanguard Industrials Index Fund Admiral Shares	Mutual Fund	3,915
	DFA Real Estate Securities I	Mutual Fund	2,776
	Vanguard Materials Index Admiral Shares	Mutual Fund	2,757
	Vanguard Short-Term Inflation Protected Securities Index Admiral Shares	Mutual Fund	2,752
	DFA Global Real Estate Securities Portfolio	Mutual Fund	2,683
	Vanguard Group Strategic Small Cap Equity	Mutual Fund	2,610
	Vanguard Telecom Services Index Admiral Shares	Mutual Fund	2,379
	Vanguard Utilities Index Fund Admiral Shares	Mutual Fund	2,262
	Vanguard Group EQ Inc Admiral Shares	Mutual Fund	2,148
	Vanguard Group GNMA Admiral Shares	Mutual Fund	909
	Vanguard Short-Term Corp BD Index ADM	Mutual Fund	416
	Vanguard Group Short-Term Investment Grade Admiral Shares	Mutual Fund	224
	Vanguard Long Term Government Bond Index Admiral Shares	Mutual Fund	12
	Total mutual funds		10,425,055
	Money market fund		
	Banc Master Deposit Account A Floating Rate		1,498
	Total investments		\$ 10,453,399
		4.25% - 8.00%, Maturing through 2026	\$ 44,551

* Notes receivable from participants

* A party-in-interest as defined by ERISA

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

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 _____ and ending _____	
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.)
B This return/report is:	☐ a single-employer plan ☐ a DFE (specify) _____ ☐ 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 _____	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; font-weight: bold; font-size: 0.8em;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%;"></td> </tr> <tr> <td style="font-weight: bold; font-size: 0.8em;">1c Effective date of plan</td> <td></td> </tr> </table>	1b Three-digit plan number (PN) ▶		1c Effective date of plan					
1b Three-digit plan number (PN) ▶									
1c Effective date of plan									
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)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; font-weight: bold; font-size: 0.8em;">2b Employer Identification Number (EIN)</td> <td style="width: 20%;"></td> </tr> <tr> <td style="font-weight: bold; font-size: 0.8em;">2c Plan Sponsor's telephone number</td> <td></td> </tr> <tr> <td style="font-weight: bold; font-size: 0.8em;">2d Business code (see instructions)</td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN)		2c Plan Sponsor's telephone number		2d Business code (see instructions)			
2b Employer Identification Number (EIN)									
2c Plan Sponsor's telephone number									
2d Business code (see instructions)									

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			
	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.

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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%;"></td> </tr> </table>	5																			
5																					
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a(1)</td> <td style="width: 90%;"></td> </tr> <tr> <td style="text-align: center;">6a(2)</td> <td></td> </tr> <tr> <td style="text-align: center;">6b</td> <td></td> </tr> <tr> <td style="text-align: center;">6c</td> <td></td> </tr> <tr> <td style="text-align: center;">6d</td> <td></td> </tr> <tr> <td style="text-align: center;">6e</td> <td></td> </tr> <tr> <td style="text-align: center;">6f</td> <td></td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td></td> </tr> </table>			6a(1)		6a(2)		6b		6c		6d		6e		6f		6g		6h	
6a(1)																					
6a(2)																					
6b																					
6c																					
6d																					
6e																					
6f																					
6g																					
6h																					
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																			
7																					
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																					

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☐ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

Company Name: Everly Health, Inc.

Date: October 16, 2023

Melinda Salazar

F2EFCCD508

Melinda Salazar

EMPLOYER & TRUSTEE

EVERLY WELL 401(K) PLAN

**Financial Statements
December 31, 2022 and 2021**

**Together with
Independent Auditors' Report**

EVERLY WELL 401(K) PLAN

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December 31, 2022

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Everly Well 401(k) Plan

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

We have performed audits of the financial statements of Everly Well 401(k) Plan (the “Plan”), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), as permitted by ERISA Section 103(a)(3)(C) (“ERISA Section 103(a)(3)(C)” audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan’s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s (“DOL”) 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

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

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

Basis for Opinion on the Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the 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 (“U.S. GAAP”), and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors’ Responsibilities for the Audit of the Financial Statements

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

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

In performing an audit in accordance with GAAS, we: (a) exercise professional judgment and maintain professional skepticism throughout the audit, (b) 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, (c) obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed, (d) 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, and (e) conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our 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 U.S. GAAP.

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

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

Other Matter - Supplemental Schedules Required by ERISA

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

Other Matter - Supplemental Schedules Required by ERISA (continued)

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

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

Pleasanton, California
October 16, 2023

EVERLY WELL 401(K) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	2022	2021
Investments:		
Mutual funds, at fair value	\$ 10,425,055	\$ 4,304,790
Money market fund, at fair value	1,498	1,119
Cash	26,846	85,358
Total investments	10,453,399	4,391,267
Receivables:		
Notes receivable from participants	44,551	44,693
Participants contribution receivable	96,202	80,107
Employer contribution receivable	34,148	-
Total receivables	174,901	124,800
Net assets available for benefits	\$ 10,628,300	\$ 4,516,067

The accompanying notes are an integral part of these financial statements

EVERLY WELL 401(K) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (1,381,998)
Dividends and interest	<u>204,691</u>

Total investment loss, net	<u>(1,177,307)</u>
----------------------------	--------------------

Contributions:

Participants	4,015,320
Employer	1,372,189
Rollovers	<u>2,145,082</u>

Total contributions	<u>7,532,591</u>
---------------------	------------------

Other income:

Miscellaneous income	1,086
Interest income on notes receivable from participants	<u>1,784</u>

Total other income	<u>2,870</u>
--------------------	--------------

Total additions, net	<u>6,358,154</u>
----------------------	------------------

Deductions from net assets attributed to:

Benefits paid to participants	2,005,664
Administration and other costs	<u>9,672</u>

Total deductions	<u>2,015,336</u>
------------------	------------------

Net increase in net assets	4,342,818
----------------------------	-----------

Net assets available for benefits:

Beginning of year	4,516,067
Transfer of assets into the Plan	<u>1,769,415</u>

End of year	<u><u>\$ 10,628,300</u></u>
-------------	-----------------------------

The accompanying notes are an integral part of these financial statements

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan:

The following description of the Everly Well 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions. The Plan was sponsored by Everly Well, Inc, through November 10, 2022. Effective November 10, 2022, the Plan sponsor’s name was amended to Everly Health, Inc. (the “Company”). The Plan allows employees of the Company’s controlled group (PWN Health LLC, and Everly Diagnostics, Inc.) to participate in the Plan.

General - The Plan is a defined contribution plan established on August 13, 2018. The Plan was amended and restated effective January 1, 2022, and November 10, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan provides benefits for all eligible employees of the Company.

The Plan is administered by its sponsor, the Company, who retained the services of a third party to assist in the administration of the Plan. Through December 31, 2022, the Plan’s custodian was Benefit Trust Company (“Benefit Trust”), and the Plan’s third party administrator was Guideline.

Subsequent to year end, and in August 2023, the Plan’s assets were transferred to Fidelity Management Trust Company (“Fidelity”). Beginning August 2023, Fidelity is the Plan’s custodian and third party administrator. The transfer of asset has no impact to the financial statements presented.

Transfer of assets into the Plan - During September 2022, EWI Diagnostics I 401(k) Plan, the plan of an affiliated employer, EWI Diagnostics I, Inc., was terminated and the funds were transferred to the Plan. Total assets transferred in from EWI Diagnostics I 401(k) Plan were approximately \$226,000 and are presented as an asset transfer on the statement of changes in net assets available for benefits for the year ended December 31, 2022.

During March 2021, the Company acquired PWNHealth, LLC. During May 2022, PWNHealth’s 401(k) Plan was terminated, and the funds were transferred to the Plan. Total assets transferred in from PWNHealth, LLC’s plan were approximately \$1,543,000 and are presented as an asset transfer on the statement of changes in net assets available for benefits for the year ended December 31, 2022.

Eligibility - Except for excluded employees, all employees who have reached twenty-one years of age are eligible to participate in the Plan. Employees may enter the Plan on the first day of the of the pay period or coincident with the date eligibility requirements are met.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan (continued):

Participant contributions - Each year, participants may elect to defer 100% of eligible compensation to the Plan up to the maximum allowed under section 401(k) of the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make “catch-up” contributions, subject to statutory limits. The Plan includes an automatic enrollment provision whereby newly hired employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rates set initially at 2% of eligible compensation and their contributions are invested in a balanced fund until changed by the participant. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). Participants direct the allocation of their contributions to various investment options offered by the Plan.

Employer matching contributions - The Company may, at its sole discretion, make employer matching contributions to eligible participants. For the year ended December 31, 2022, the Company implemented a match of 50% of employee contributions up to 6% of eligible compensation calculated on a per pay period basis. For the year ended December 31, 2022, the Company made total discretionary matching contributions of approximately \$1,372,000.

Participant accounts - Each participant’s account is credited with the participant’s contribution and employer contributions and allocations of Plan earnings. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

Investment options - The Plan provides for investments to be directed by participants into a number of investment options held by the custodian. Earnings of each investment fund are allocated to participants’ accounts in proportion to each participant’s share of that fund. Participant investment options include a variety of mutual funds and a money market fund. Participants may change their investment options at their own discretion.

Vesting - Participants are immediately fully vested in their contributions as well as all earnings on those contributions. The Company’s matching contribution vest based on a years of service, not the date of contribution. Vesting on those contributions occur at a rate of 25% per year of service starting with the first year of service. Participants are fully vested in employer matching contributions after 4 years of service.

Notes receivable from participants - Participants may borrow from their vested account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant’s account and bear a fixed interest at the prime rate plus 1% for any loan received from the Plan. A participant may have no more than one loan outstanding at any time. Principal and interest is paid ratably through payroll deductions.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 1 - Description of plan (continued):

Payment of benefits - The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, financial hardship (as defined in the Plan), disability, death, or termination of employment. In-service distributions of the participant's vested account balance are permitted providing the participant has attained the age of 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account.

Forfeited accounts - Forfeitures are retained in the Plan and can be used to satisfy any contribution that may be required or be used to pay any administrative expenses of the Plan. In the event forfeitures are used to reduce an employer discretionary contribution and the forfeitures to be allocated exceed such discretionary contribution, then the remaining forfeitures will constitute additional discretionary contributions. During 2022, approximately \$322,000 of forfeitures were generated due to excess contributions from the Company. During 2022 the forfeitures from excess contributions were used to offset contributions to the Plan. Forfeitures remaining in the Plan as of December 31, 2022 and 2021 were immaterial. Forfeitures used to pay administrative expenses and employer discretionary contributions were immaterial for the plan year ended December 31, 2022.

Administrative expenses - Substantially all administrative expenses of the Plan are paid by the Plan. Separate fees for loan processing and certain investments as specified in the service agreement, are charged to individual participant's accounts.

Note 2 - Significant accounting policies:

Basis of accounting - The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates - The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 2 - Significant accounting policies (continued):

Investment valuation and income recognition - The Plan's investments are stated at their fair values. The shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The money market fund is valued at cost plus accrued interest, which approximates fair value. 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.

Fair value measurements - The Plan performs fair value measurements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. Refer to Note 3 for the fair value measurement disclosures associated with the Plan's investments.

Net depreciation in fair value of investments - The earnings, expenses, realized gains or losses, and unrealized appreciation (depreciation) in registered investment companies and other investments are recorded in the accompanying financial statements as net depreciation in fair value of investments.

Subsequent events - The Plan has evaluated subsequent events through the date that the financial statements were made available to be issued which is the date of the independent auditors' report.

Note 3 - Fair value:

The Plan performs fair value measurement in accordance with ASC 820 which defines fair value as the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 3 - Fair value (continued):

The fair value hierarchy is as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2022 and 2021 and have all been determined to be Level 1 by the Plan administrator:

	<u>2022</u>	<u>2021</u>
Mutual funds	\$ 10,425,055	\$ 4,304,790
Money market fund	<u>1,498</u>	<u>1,119</u>
Total investments measured at fair value	<u>\$ 10,426,553</u>	<u>\$ 4,305,909</u>

The Plan's valuation methodology used to measure the fair value of mutual and money market funds were derived from quoted market prices as substantially all of these instruments have active markets.

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 4 - Investments:

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Benefit Trust, the custodian of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedules.

The following information included in the financial statements and supplemental schedules was provided by and certified by the Plan's custodian as complete and accurate:

- Investments as shown in the Statement of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Investment loss, net and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022.

Note 5 - Party-in-interest transactions:

At December 31, 2022 and 2021, the Plan did not hold investments in funds managed by Guideline or Benefit Trust.

Note 6 - Plan termination:

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

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 7 - Income tax status:

The prototype plan adopted by the Plan sponsor obtained its latest opinion letter on November 18, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has not received a separate opinion letter; however, the Plan administrator believes that the prototype plan, as adopted by the sponsor, is operating in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. During the year there were several late remittances of contributions to participant accounts which are considered prohibited transactions. The company has taken the necessary actions to correct these prohibited transactions and does not believe there is an impact to the Plan's exempt income tax status.

Note 8 - Risks and uncertainties:

The Plan provides for investments in various investment securities which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participant account balances.

Note 9 - Reconciliation of financial statements to Schedule H of Form 5500:

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

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per financial statements	\$ 10,628,300	\$ 4,516,067
Less: Contributions receivable from participants	(96,202)	(80,107)
Less: Contributions receivable from employer	<u>(34,148)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 10,497,950</u>	<u>\$ 4,435,960</u>

EVERLY WELL 401(K) PLAN

Notes to Financial Statements

December 31, 2022

Note 9 - Reconciliation of financial statements to Schedule H of Form 5500 (continued):

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

Net increase in net assets per financial statements	\$ 4,342,818
Plus: Prior year contributions receivable from participants	80,107
Less: Current year contributions receivable from participants	(96,202)
Less: Current year contributions receivable from participants	<u>(34,148)</u>
Net increase per Form 5500	<u><u>\$ 4,292,575</u></u>

EVERLY WELL 401(K) PLAN

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

Year Ended December 31, 2022

EIN 47-4306383

PLAN NUMBER 001

Participant contributions transferred late to Plan	Contributions not corrected	Contributions corrected outside the Voluntary Fiduciary Correction Program ("VFCP")	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
2021 - \$1,883	\$ -	\$ 1,883	\$ -	-
2022 - \$114,637	-	114,637	-	-
Total	\$ -	\$ 116,520	\$ -	-

EVERLY WELL 401(K) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2022
EIN 47-4306383
PLAN NUMBER: 001

(a)	(b)	(c)	(e)
Party- In- Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	Cash	Cash	\$ 26,846
	Mutual funds:		
	Vanguard Total Stock Index Admiral Shares	Mutual Fund	4,631,450
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual Fund	1,995,454
	Vanguard Group Bond Index Admiral Shares	Mutual Fund	1,314,853
	Vanguard Emerging Markets Stock Index Fund Admiral Shares	Mutual Fund	979,674
	Vanguard Real Estate Index Fund Admiral Shares	Mutual Fund	550,806
	Vanguard Total International Bond Index Admiral Shares	Mutual Fund	433,963
	Vanguard Index 500 Admiral Shares	Mutual Fund	109,671
	Vanguard Growth Index Fund Admiral Shares	Mutual Fund	67,186
	Vanguard Extended Market Index Fund Admiral Shares	Mutual Fund	48,504
	Vanguard Tax Managed Small-Cap Admiral Shares	Mutual Fund	34,303
	Vanguard Group Mid-Cap Index Admiral Shares	Mutual Fund	34,217
	Vanguard Value Index Admiral Shares	Mutual Fund	30,492
	Vanguard Small-Cap Value Index Admiral Shares	Mutual Fund	28,373
	Vanguard Information Technology Index Admiral Shares	Mutual Fund	26,104
	Vanguard Inflation-Protected Securities Fund Investor Shares	Mutual Fund	21,861
	Vanguard Total International Stock Index Admiral Shares	Mutual Fund	17,506
	Vanguard Group FTSE Social Index Fund Admiral Shares	Mutual Fund	16,188
	DFA Large Cap International Portfolio Institutional Class	Mutual Fund	12,491
	Vanguard Financials Index Fund Admiral Shares	Mutual Fund	9,489
	TIAA-Creff Social Choice EQ Premier	Mutual Fund	8,349
	Vanguard Energy Index Admiral Shares	Mutual Fund	7,092
	Vanguard Group Mid-Cap Value Index Fund Admiral Shares	Mutual Fund	6,300
	Vanguard Health Care Index Fund Admiral Shares	Mutual Fund	5,942
	American Funds Growth Fund of America R6	Mutual Fund	4,497
	DFA Funds Intermed Term Extended Quality Portfolio	Mutual Fund	4,447
	Vanguard Industrials Index Fund Admiral Shares	Mutual Fund	3,915
	DFA Real Estate Securities I	Mutual Fund	2,776
	Vanguard Materials Index Admiral Shares	Mutual Fund	2,757
	Vanguard Short-Term Inflation Protected Securities Index Admiral Shares	Mutual Fund	2,752
	DFA Global Real Estate Securities Portfolio	Mutual Fund	2,683
	Vanguard Group Strategic Small Cap Equity	Mutual Fund	2,610
	Vanguard Telecom Services Index Admiral Shares	Mutual Fund	2,379
	Vanguard Utilities Index Fund Admiral Shares	Mutual Fund	2,262
	Vanguard Group EQ Inc Admiral Shares	Mutual Fund	2,148
	Vanguard Group GNMA Admiral Shares	Mutual Fund	909
	Vanguard Short-Term Corp BD Index ADM	Mutual Fund	416
	Vanguard Group Short-Term Investment Grade Admiral Shares	Mutual Fund	224
	Vanguard Long Term Government Bond Index Admiral Shares	Mutual Fund	12
	Total mutual funds		10,425,055
	Money market fund		
	Banc Master Deposit Account A Floating Rate		1,498
	Total investments		\$ 10,453,399
		4.25% - 8.00%, Maturing through 2026	\$ 44,551

* Notes receivable from participants

* A party-in-interest as defined by ERISA

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