

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;">2022</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>	
A	This return/report is for: <input type="checkbox"/> a multiemployer plan <input checked="" type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
	<input type="checkbox"/> a single-employer plan <input type="checkbox"/> a DFE (specify) ____
B	This return/report is: <input checked="" type="checkbox"/> the first return/report <input type="checkbox"/> the final return/report
	<input checked="" type="checkbox"/> an amended return/report <input type="checkbox"/> a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. <input type="checkbox"/>
D	Check box if filing under: <input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input checked="" type="checkbox"/> the DFVC program
	<input type="checkbox"/> special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. <input type="checkbox"/>

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SHOWA DENKO 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>
	1c Effective date of plan <u>01/01/2022</u>
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) <u>SHOWA DENKO MATERIALS AMERICA</u> <u>2150 NORTH FIRST STREET</u> <u>SUITE 350</u> <u>SAN JOSE, CA 95131</u>	2b Employer Identification Number (EIN) <u>13-2829329</u>
	2c Plan Sponsor's telephone number <u>408-597-2776</u>
	2d Business code (see instructions) <u>335900</u>

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.	02/01/2024	JOAN MARTIN-LAKE
	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 <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 725
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.....	6a(1) 717 6a(2) 657 6b 0 6c 90 6d 747 6e 0 6f 747 6g 708 6h 85
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 2R 2S 2T 3D 3F 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> 0 A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 <u>SHOWA DENKO 401(K) RETIREMENT 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>SHOWA DENKO MATERIALS AMERICA</u>	D Employer Identification Number (EIN) <u>13-2829329</u>	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... Yes No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	71405	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	26796	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
H & W HIGH YIELD I - US BANCORP FU 39-0281260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
H&W SMCP DVRSFD VL I - US BANCORP 39-0281260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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 <u>SHOWA DENKO 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SHOWA DENKO MATERIALS AMERICA</u>	D Employer Identification Number (EIN) <u>13-2829329</u>

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MELLON STABLE VALUE</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>11-3152987-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3083855</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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
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For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **12/31/2022**

A Name of plan SHOWA DENKO 401(K) RETIREMENT PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 SHOWA DENKO MATERIALS AMERICA	D Employer Identification Number (EIN) 13-2829329	

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	992741
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	59731
(5) Partnership/joint venture interests.....	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	0	1486410
(9) Value of interest in common/collective trusts.....	1c(9)	0	138893
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	49383679
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other.....	1c(15)	0	2944962

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	0	0
(2) Employer real property.....	1d(2)	0	0
e Buildings and other property used in plan operation.....	1e	0	0
f Total assets (add all amounts in lines 1a through 1e).....	1f	0	55006416
Liabilities			
g Benefit claims payable.....	1g	0	0
h Operating payables.....	1h	0	0
i Acquisition indebtedness.....	1i	0	0
j Other liabilities.....	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	0	55006416

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)	2411996	
(B) Participants.....	2a(1)(B)	5494709	
(C) Others (including rollovers).....	2a(1)(C)	72298	
(2) Noncash contributions.....	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		7979003
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	16413	
(B) U.S. Government securities.....	2b(1)(B)	0	
(C) Corporate debt instruments.....	2b(1)(C)	0	
(D) Loans (other than to participants).....	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	66327	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		82740
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock.....	2b(2)(B)	972	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	1406526	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		1407498
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	61620	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	104092	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)	0	
(B) Other.....	2b(5)(B)	-52584	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		-52584

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-195706
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-12454156
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-3275677
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1655244	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1655244
f Corrective distributions (see instructions)	2f		4399
g Certain deemed distributions of participant loans (see instructions)	2g		46617
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	26796	
(4) Other	2i(4)	71405	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		98201
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1804461
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-5080138
l Transfers of assets:			
(1) To this plan	2l(1)		60086554
(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: **AUDIT & TAX SOLUTIONS, CPAS INC.**

(2) EIN: **94-3211753**

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		266835

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 <u>SHOWA DENKO 401(K) RETIREMENT 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>SHOWA DENKO MATERIALS AMERICA</u>	D Employer Identification Number (EIN) <u>13-2829329</u>	

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	
---	--

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	
---	--

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... Increase Decrease Both No

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... Yes No

11 a Does the ESOP hold any preferred stock?..... Yes No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... Yes No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... Yes No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....	15a	
b The corresponding number for the second preceding plan year.....	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment

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

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

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

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

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

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

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

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

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

Yes.

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

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

No. Other. Provide explanation _____

Showa Denko 401(k) Retirement Plan

Financial Statements
With Supplemental Schedules

December 31, 2022

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

Showa Denko 401(k) Retirement Plan

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6. Schedule of delinquent participant contributions for the year ended December 31, 2022.	12

Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

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Independent Auditor's Report

To the Plan Administrator and Participants
Showa Denko 401(k) Retirement Plan:

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

We have performed an audit of the financial statements of Showa Denko 401(k) Retirement 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 the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the 2022 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section

- the amounts and disclosures in the accompanying 2022 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 2022 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 audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Showa Denko 401(k) Retirement 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.

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Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern within one year after the date 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Showa Denko 401(k) Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2022 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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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 Matters

Supplemental Schedules Required by ERISA.

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

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

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Audit and Tax Solutions CPAs Inc.

Burlingame, California
January 25, 2024

Showa Denko 401(k) Retirement Plan
 Statements of Net Assets Available for Benefits
 December 31, 2022

	<u>2022</u>
ASSETS:	
Investments (participant directed, at fair value):	\$ 53,520,006
Receivables:	
Employer contributions	258,759
Participant contributions	34,982
Notes receivable from participants	<u>1,546,209</u>
	<u>1,839,950</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u>55,359,956</u>

Statement of Changes in Net Assets Available for Benefits
 For the year ended December 31, 2022

ADDITIONS:	
Contributions:	
Employer	\$ 2,670,755
Participants	5,529,691
Rollovers	<u>72,298</u>
	8,272,744
Investment income:	
Interest	16,413
Dividends	1,407,498
Net appreciation (depreciation) in fair value of investments	<u>(12,744,918)</u>
	(11,321,007)
Interest income on notes receivable from participants	<u>66,327</u>
TOTAL ADDITIONS	(2,981,936)
DEDUCTIONS:	
Benefits paid to participants	(1,646,461)
Administrative expenses	<u>(98,201)</u>
TOTAL DEDUCTIONS	<u>(1,744,662)</u>
NET CHANGE	(4,726,598)
Transfers of assets to this Plan	60,086,554
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>-</u>
End of year	\$ <u>55,359,956</u>

The accompanying independent auditor's report
 and notes are an integral part of these financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

1. Description of the Plan

The following description of the Showa Denko 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing Plan effective January 1, 2022, covering all of the employees of Showa Denko Materials America and its related entities (collectively, the "Plan Sponsor"). Employees are eligible to participate in the Plan once they have attained age 18. Employees may begin making deferrals into the Plan immediately following eligibility. Employees covered under a collective bargaining agreement, leased employees, nonresident aliens, and interns are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and section 401(a) of the Internal Revenue Code. The Plan Employee Benefit Committee is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their compensation into the Plan subject to certain non-discrimination restrictions and to an annual limitation of \$20,500 for 2022 (\$27,000 for participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6 percent of eligible compensation and their contributions invested in an appropriate target retirement fund until changed by the participant. The deferral contribution rate increases 1% per year until it reaches a maximum of 10%.

The Plan permits the Plan sponsor to make a non-discretionary matching contribution which equals 100% of the first 3% of eligible participants' compensation plus 50% of the next 3% of eligible participants' compensation per Plan year. Eligibility for matching contributions is the same as for deferrals.

The Plan also permits the Plan sponsor to make discretionary nonelective contributions, participants must be employed on the last day of the Plan year to be eligible for nonelective contributions. For 2022, the Plan sponsor elected to forego nonelective contributions.

Participants Accounts

All of the Plan's assets are invested, as directed by the participant, as mutual funds, common/collective trust, individual self-directed brokerage accounts. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, Plan sponsor contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase. For individual self-directed brokerage accounts, a participant's account balance in the Plan represents actual contributions and investment earnings. Participant accounts are also charged with an allocation of administrative expenses that are paid by the Plan.

Vesting and Forfeitures

Participants are always fully vested in their contributions and related earnings thereon at all times. Participants vest in Plan sponsor matching and nonelective contributions in ratable installments of 33.33% after 1 year of service and 66.67% after 2 years of service and 100% after 3 years of service. For HCD Employer, participants vest in Plan sponsor contributions in ratable installments of 25% after 1 year of service. For Termed Employer, participants vest in Plan sponsor contributions of 100% after 3 year of service. Forfeitures may be used to reduce Plan sponsor contributions and to offset administrative expenses of the Plan. At December 31, 2022, forfeitures available to offset Plan sponsor contributions and to pay

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Plan expenses were \$89,020. During the year ended December 31, 2022, no forfeitures were used to reduce employer contributions or offset administrative expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, death, disability, termination of employment, or financial hardship (as outlined in the Plan). In-service distributions are also available, providing the participant is at least age 59½. In-service withdrawals are also allowed for participants who become disabled. Participants who qualify for retirement benefits and withdrawals may receive their benefits in the form of a lump sum payment, installment payments or partial withdrawals. Benefits under the Plan shall be distributed solely from the assets of the trust. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. Participants who separate from service and have vested account balances of \$5,000 or less and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is \$1,000 or less. If the value of the vested account balance is greater than \$1,000 but equal to or less than \$5,000 the account will be converted to an individual retirement account. Retired participants must begin receiving a distribution from their account balance no later than April 1 following the calendar year they turn age 72.

Notes Receivable from Participants

The Plan permits participants to obtain a loan from their vested account balance. Loans are limited to the lesser of \$50,000 or 50% of the participant's vested account balance. The minimum loan amount is \$1,000. Participant may only have 2 loans outstanding at any given time. Loans bear an interest rate determined by the Plan administrator based on the prevailing rates charged by persons in the business of lending money. All loans must be repaid at termination of employment. Loans must generally be repaid within five years (longer for qualified residential loans) and are payable through regular payroll deductions. Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other Plan investments. The interest participants pay on their loans will be directly credited to their account. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

The Plan was without amendment during 2022.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Plan sponsor contributions are recorded when approved by the Plan sponsor. Benefit payments are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value as determined by the Plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through January 25, 2024, the date the financial statements were available to be issued.

3. Certification of Assets

Fidelity Management Trust Company ("Fidelity") serves as the trustee and custodian of the Plan's assets. In that capacity, Fidelity holds the Plan's assets and executes investment transactions. The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the Plan administrator has obtained certification from Fidelity as of December 31, 2022, and for the year ended December 31, 2022, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022, and interest, dividends and net appreciation/depreciation in fair value of investments for the year ended December 31, 2022, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2022:

	<u>Level 1</u>	<u>Total</u>
Mutual Funds	\$ 49,346,091	\$ 49,346,091
Money Market Funds	992,741	992,741
Individual Brokerage Accounts	97,319	97,319
Total assets in the fair value hierarchy	<u>50,436,151</u>	<u>50,436,151</u>
Common collective trusts measured at net asset value	<u>-</u>	<u>3,083,855</u>
Total investments at fair value	<u>\$ 50,436,151</u>	<u>\$ 53,520,006</u>

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2022. There are no participant restrictions for these investments; the redemption notice period is applicable only to the Plan.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Investments	Fair Value 12/31/2022	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust	\$ 3,083,855	\$ -	Daily	None

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level with the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Common stocks: Valued at the closing prices reported on the active market on which the individual securities are traded.

Money Market funds: Valued at the quoted net asset value of shares held by the Plan at year-end.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts is valued at the net asset value as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates full redemption of the collective trust, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidation will be carried out in an orderly business manner.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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

5. **Tax Status**

The Plan sponsor has adopted the Fidelity Non-Standardized Pre-Approved Profit Sharing plan. The Pre-Approved plan received a favorable opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the Pre-Approved plan is designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since the opinion letter, the Plan sponsor and administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, the Plan sponsor and administrator believe that the Plan is qualified and its related trust is exempt from tax.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or Internal Revenue Service. Management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. **Plan Termination**

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all non-vested account balances would become 100% vested.

7. **Related Party Transactions**

Fidelity Management Trust Company ("Fidelity") currently serves as the trustee and custodian to the Plan. Accordingly, all investments managed by Fidelity and related entities qualify as party-in-interest transactions.

Fees incurred by the Plan for investment management services are included in net appreciation/depreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments totaling \$98,201 to the recordkeeper and advisor, which were not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

8. **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

9. Reconciliation of Financial Statements to Form 5500

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

	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 55,359,956
Employer contributions receivable	(258,759)
Participant contributions receivable	(34,982)
Deemed distributed loans	<u>(59,799)</u>
Net assets available for benefits per the Form 5500	<u>\$ 55,006,416</u>

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

Total contributions per financial statements	\$ 8,272,744
Contributions receivable	<u>(293,741)</u>
Total contributions per Form 5500	<u>\$ 7,979,003</u>

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

Total deductions per the financial statements	\$ 1,744,662
Deemed distributed loans	<u>59,799</u>
Total expenses per Form 5500	<u>\$ 1,804,461</u>

10. Prohibited Transactions

During the year ended December 31, 2022, the Plan sponsor did not remit certain participant contributions to the Plan in a timely manner as defined by ERISA. See the Schedule of Delinquent Participant Contributions. The Plan sponsor will compensate participants for any lost earnings resulting from the delay in contributions. These contributions are considered nonexempt party-in-interest transaction subject to an excise tax that the company intends to pay.

11. Subsequent Events

Effective January 1, 2023, the Plan was restated to:

- Change the Plan name to Resonac America 401-K Retirement Plan.
- Change the Plan sponsor name to Resonac America, Inc.
- Exclude co-ops, and foreign-based employees on limited term assignments.
- Change compensation definition.
- Remove years of service requirement from early retirement age of 55.
- Allow predecessor employer service for Showa Denko Carbon Inc. and Showa Denko HD America.

Effective January 1, 2023 the following Plans were merged into this Plan: Showa Denko HD America Corp and a partial Plan merger of the Showa Denko Carbon, Inc. 401(k).

Showa Denko 401(k) Retirement Plan
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower or similar party	Description of Investment	Current Value
	Pim Total Rt Inst	Mutual Funds	\$ 1,258,735
	Meridian Growth Inst	Mutual Funds	1,538,637
	H & W High Yield	Mutual Funds	111,260
	H & W SmCp Dvrsfd VI	Mutual Funds	960,872
	Vg TI Intl Bd Idx Ad	Mutual Funds	76,468
	Vang Infl Prot Adm	Mutual Funds	139,043
	AF Europac Growth	Mutual Funds	3,388,499
	DFA Glob Real Estate	Mutual Funds	276,218
	DH Large Cap	Mutual Funds	4,014,522
*	Fid Balanced	Mutual Funds	537,773
*	Fid US Bond Idx	Mutual Funds	2,242,142
*	Fid Total Mkt Idx	Mutual Funds	8,530,548
*	Fid Fdm Idx Inc Ipr	Mutual Funds	318,766
*	Fid Fdm Idx 2005 Ipr	Mutual Funds	53,571
*	Fid Fdm Idx 2010 Ipr	Mutual Funds	546
*	Fid Fdm Idx 2015 Ipr	Mutual Funds	45,887
*	Fid Fdm Idx 2020 Ipr	Mutual Funds	1,195,250
*	Fid Fdm Idx 2025 Ipr	Mutual Funds	1,257,770
*	Fid Fdm Idx 2030 Ipr	Mutual Funds	2,687,950
*	Fid Fdm Idx 2035 Ipr	Mutual Funds	3,409,095
*	Fid Fdm Idx 2040 Ipr	Mutual Funds	2,280,848
*	Fid Fdm Idx 2045 Ipr	Mutual Funds	1,486,410
*	Fid Fdm Idx 2050 Ipr	Mutual Funds	1,760,892
*	Fid Fdm Idx 2055 Ipr	Mutual Funds	1,897,119
*	Fid Fdm Idx 2060 Ipr	Mutual Funds	1,622,293
*	Fid Total Intl Idx	Mutual Funds	1,606,067
*	Fid Contrafund	Mutual Funds	6,316,256
*	Fid Fdm Idx 2065 Ipr	Mutual Funds	<u>332,654</u>
			49,346,091
	Mellon Stable Val	Common Collective Trusts	3,083,855
	Vang Vmmr Fed Mmkt	Money Market Funds	992,741
	Brokerage Accounts	Self Directed Accounts	97,319
*	Participant loans	210 loans; 4.25-8.0%	<u>1,486,410</u>
			<u>\$ 55,006,416</u>

* Party-in-interest.

Column (d) is not applicable.

The accompanying independent auditor's report
and notes are an integral part of this schedule.

Showa Denko 401(k) Retirement Plan
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

				Total That Constitutes Nonexempt Prohibited Transactions				
				Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date	Remitted	Participant Contributions Transferred Late to the Plan				
\$1,228	1/7/2022	1/19/2022				\$1,228		
\$237	1/31/2022	2/10/2022		X		\$237		
\$39,919	3/31/2022	4/8/2022		X		\$39,919		
\$39,247	4/29/2022	5/9/2022		X		\$39,247		
\$39,700	5/31/2022	6/14/2022		X		\$39,700		
\$25,917	6/15/2022	6/24/2022				\$25,917		
\$21,863	6/24/2022	7/5/2022		X		\$21,863		
\$39,425	6/30/2022	7/11/2022		X		\$39,425		
\$18,933	6/30/2022	7/11/2022		X		\$18,933		
\$37,980	7/15/2022	7/26/2022		X		\$37,980		
\$2,386	7/31/2022	9/29/2022				\$2,386		

The accompanying independent auditor's report and notes are an integral part of these financial statements.

Showa Denko 401(k) Retirement Plan

Financial Statements
With Supplemental Schedules

December 31, 2022

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

Showa Denko 401(k) Retirement Plan

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Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditor's Report

To the Plan Administrator and Participants
Showa Denko 401(k) Retirement Plan:

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

We have performed an audit of the financial statements of Showa Denko 401(k) Retirement 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 the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the 2022 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section

- the amounts and disclosures in the accompanying 2022 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 2022 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 audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Showa Denko 401(k) Retirement 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.

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Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern within one year after the date 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Showa Denko 401(k) Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2022 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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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 Matters

Supplemental Schedules Required by ERISA.

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

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

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Audit and Tax Solutions CPAs Inc.

Burlingame, California
January 25, 2024

Showa Denko 401(k) Retirement Plan
 Statements of Net Assets Available for Benefits
 December 31, 2022

	<u>2022</u>
ASSETS:	
Investments (participant directed, at fair value):	\$ 53,520,006
Receivables:	
Employer contributions	258,759
Participant contributions	34,982
Notes receivable from participants	<u>1,546,209</u>
	<u>1,839,950</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u><u>55,359,956</u></u>

Statement of Changes in Net Assets Available for Benefits
 For the year ended December 31, 2022

ADDITIONS:	
Contributions:	
Employer	\$ 2,670,755
Participants	5,529,691
Rollovers	<u>72,298</u>
	8,272,744
Investment income:	
Interest	16,413
Dividends	1,407,498
Net appreciation (depreciation) in fair value of investments	<u>(12,744,918)</u>
	(11,321,007)
Interest income on notes receivable from participants	<u>66,327</u>
TOTAL ADDITIONS	(2,981,936)
DEDUCTIONS:	
Benefits paid to participants	(1,646,461)
Administrative expenses	<u>(98,201)</u>
TOTAL DEDUCTIONS	<u>(1,744,662)</u>
NET CHANGE	(4,726,598)
Transfers of assets to this Plan	60,086,554
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>-</u>
End of year	\$ <u><u>55,359,956</u></u>

The accompanying independent auditor's report
 and notes are an integral part of these financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

1. Description of the Plan

The following description of the Showa Denko 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing Plan effective January 1, 2022, covering all of the employees of Showa Denko Materials America and its related entities (collectively, the "Plan Sponsor"). Employees are eligible to participate in the Plan once they have attained age 18. Employees may begin making deferrals into the Plan immediately following eligibility. Employees covered under a collective bargaining agreement, leased employees, nonresident aliens, and interns are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and section 401(a) of the Internal Revenue Code. The Plan Employee Benefit Committee is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their compensation into the Plan subject to certain non-discrimination restrictions and to an annual limitation of \$20,500 for 2022 (\$27,000 for participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6 percent of eligible compensation and their contributions invested in an appropriate target retirement fund until changed by the participant. The deferral contribution rate increases 1% per year until it reaches a maximum of 10%.

The Plan permits the Plan sponsor to make a non-discretionary matching contribution which equals 100% of the first 3% of eligible participants' compensation plus 50% of the next 3% of eligible participants' compensation per Plan year. Eligibility for matching contributions is the same as for deferrals.

The Plan also permits the Plan sponsor to make discretionary nonelective contributions, participants must be employed on the last day of the Plan year to be eligible for nonelective contributions. For 2022, the Plan sponsor elected to forego nonelective contributions.

Participants Accounts

All of the Plan's assets are invested, as directed by the participant, as mutual funds, common/collective trust, individual self-directed brokerage accounts. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, Plan sponsor contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase. For individual self-directed brokerage accounts, a participant's account balance in the Plan represents actual contributions and investment earnings. Participant accounts are also charged with an allocation of administrative expenses that are paid by the Plan.

Vesting and Forfeitures

Participants are always fully vested in their contributions and related earnings thereon at all times. Participants vest in Plan sponsor matching and nonelective contributions in ratable installments of 33.33% after 1 year of service and 66.67% after 2 years of service and 100% after 3 years of service. For HCD Employer, participants vest in Plan sponsor contributions in ratable installments of 25% after 1 year of service. For Termed Employer, participants vest in Plan sponsor contributions of 100% after 3 year of service. Forfeitures may be used to reduce Plan sponsor contributions and to offset administrative expenses of the Plan. At December 31, 2022, forfeitures available to offset Plan sponsor contributions and to pay

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Plan expenses were \$89,020. During the year ended December 31, 2022, no forfeitures were used to reduce employer contributions or offset administrative expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, death, disability, termination of employment, or financial hardship (as outlined in the Plan). In-service distributions are also available, providing the participant is at least age 59½. In-service withdrawals are also allowed for participants who become disabled. Participants who qualify for retirement benefits and withdrawals may receive their benefits in the form of a lump sum payment, installment payments or partial withdrawals. Benefits under the Plan shall be distributed solely from the assets of the trust. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. Participants who separate from service and have vested account balances of \$5,000 or less and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is \$1,000 or less. If the value of the vested account balance is greater than \$1,000 but equal to or less than \$5,000 the account will be converted to an individual retirement account. Retired participants must begin receiving a distribution from their account balance no later than April 1 following the calendar year they turn age 72.

Notes Receivable from Participants

The Plan permits participants to obtain a loan from their vested account balance. Loans are limited to the lesser of \$50,000 or 50% of the participant's vested account balance. The minimum loan amount is \$1,000. Participant may only have 2 loans outstanding at any given time. Loans bear an interest rate determined by the Plan administrator based on the prevailing rates charged by persons in the business of lending money. All loans must be repaid at termination of employment. Loans must generally be repaid within five years (longer for qualified residential loans) and are payable through regular payroll deductions. Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other Plan investments. The interest participants pay on their loans will be directly credited to their account. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

The Plan was without amendment during 2022.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Plan sponsor contributions are recorded when approved by the Plan sponsor. Benefit payments are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value as determined by the Plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through January 25, 2024, the date the financial statements were available to be issued.

3. Certification of Assets

Fidelity Management Trust Company ("Fidelity") serves as the trustee and custodian of the Plan's assets. In that capacity, Fidelity holds the Plan's assets and executes investment transactions. The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the Plan administrator has obtained certification from Fidelity as of December 31, 2022, and for the year ended December 31, 2022, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022, and interest, dividends and net appreciation/depreciation in fair value of investments for the year ended December 31, 2022, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2022:

	<u>Level 1</u>	<u>Total</u>
Mutual Funds	\$ 49,346,091	\$ 49,346,091
Money Market Funds	992,741	992,741
Individual Brokerage Accounts	97,319	97,319
Total assets in the fair value hierarchy	<u>50,436,151</u>	<u>50,436,151</u>
Common collective trusts measured at net asset value	<u>-</u>	<u>3,083,855</u>
Total investments at fair value	<u>\$ 50,436,151</u>	<u>\$ 53,520,006</u>

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2022. There are no participant restrictions for these investments; the redemption notice period is applicable only to the Plan.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Investments	Fair Value 12/31/2022	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust	\$ 3,083,855	\$ -	Daily	None

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level with the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Common stocks: Valued at the closing prices reported on the active market on which the individual securities are traded.

Money Market funds: Valued at the quoted net asset value of shares held by the Plan at year-end.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts is valued at the net asset value as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates full redemption of the collective trust, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidation will be carried out in an orderly business manner.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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

5. **Tax Status**

The Plan sponsor has adopted the Fidelity Non-Standardized Pre-Approved Profit Sharing plan. The Pre-Approved plan received a favorable opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the Pre-Approved plan is designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since the opinion letter, the Plan sponsor and administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, the Plan sponsor and administrator believe that the Plan is qualified and its related trust is exempt from tax.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or Internal Revenue Service. Management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. **Plan Termination**

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all non-vested account balances would become 100% vested.

7. **Related Party Transactions**

Fidelity Management Trust Company ("Fidelity") currently serves as the trustee and custodian to the Plan. Accordingly, all investments managed by Fidelity and related entities qualify as party-in-interest transactions.

Fees incurred by the Plan for investment management services are included in net appreciation/depreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments totaling \$98,201 to the recordkeeper and advisor, which were not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

8. **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

9. Reconciliation of Financial Statements to Form 5500

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

	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 55,359,956
Employer contributions receivable	(258,759)
Participant contributions receivable	(34,982)
Deemed distributed loans	<u>(59,799)</u>
Net assets available for benefits per the Form 5500	<u>\$ 55,006,416</u>

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

Total contributions per financial statements	\$ 8,272,744
Contributions receivable	<u>(293,741)</u>
Total contributions per Form 5500	<u>\$ 7,979,003</u>

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

Total deductions per the financial statements	\$ 1,744,662
Deemed distributed loans	<u>59,799</u>
Total expenses per Form 5500	<u>\$ 1,804,461</u>

10. Prohibited Transactions

During the year ended December 31, 2022, the Plan sponsor did not remit certain participant contributions to the Plan in a timely manner as defined by ERISA. See the Schedule of Delinquent Participant Contributions. The Plan sponsor will compensate participants for any lost earnings resulting from the delay in contributions. These contributions are considered nonexempt party-in-interest transaction subject to an excise tax that the company intends to pay.

11. Subsequent Events

Effective January 1, 2023, the Plan was restated to:

- Change the Plan name to Resonac America 401-K Retirement Plan.
- Change the Plan sponsor name to Resonac America, Inc.
- Exclude co-ops, and foreign-based employees on limited term assignments.
- Change compensation definition.
- Remove years of service requirement from early retirement age of 55.
- Allow predecessor employer service for Showa Denko Carbon Inc. and Showa Denko HD America.

Effective January 1, 2023 the following Plans were merged into this Plan: Showa Denko HD America Corp and a partial Plan merger of the Showa Denko Carbon, Inc. 401(k).

Showa Denko 401(k) Retirement Plan
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower or similar party	Description of Investment	Current Value
	Pim Total Rt Inst	Mutual Funds	\$ 1,258,735
	Meridian Growth Inst	Mutual Funds	1,538,637
	H & W High Yield	Mutual Funds	111,260
	H & W SmCp Dvrsfd VI	Mutual Funds	960,872
	Vg Tl Intl Bd Idx Ad	Mutual Funds	76,468
	Vang Infl Prot Adm	Mutual Funds	139,043
	AF Europac Growth	Mutual Funds	3,388,499
	DFA Glob Real Estate	Mutual Funds	276,218
	DH Large Cap	Mutual Funds	4,014,522
*	Fid Balanced	Mutual Funds	537,773
*	Fid US Bond Idx	Mutual Funds	2,242,142
*	Fid Total Mkt Idx	Mutual Funds	8,530,548
*	Fid Fdm Idx Inc Ipr	Mutual Funds	318,766
*	Fid Fdm Idx 2005 Ipr	Mutual Funds	53,571
*	Fid Fdm Idx 2010 Ipr	Mutual Funds	546
*	Fid Fdm Idx 2015 Ipr	Mutual Funds	45,887
*	Fid Fdm Idx 2020 Ipr	Mutual Funds	1,195,250
*	Fid Fdm Idx 2025 Ipr	Mutual Funds	1,257,770
*	Fid Fdm Idx 2030 Ipr	Mutual Funds	2,687,950
*	Fid Fdm Idx 2035 Ipr	Mutual Funds	3,409,095
*	Fid Fdm Idx 2040 Ipr	Mutual Funds	2,280,848
*	Fid Fdm Idx 2045 Ipr	Mutual Funds	1,486,410
*	Fid Fdm Idx 2050 Ipr	Mutual Funds	1,760,892
*	Fid Fdm Idx 2055 Ipr	Mutual Funds	1,897,119
*	Fid Fdm Idx 2060 Ipr	Mutual Funds	1,622,293
*	Fid Total Intl Idx	Mutual Funds	1,606,067
*	Fid Contrafund	Mutual Funds	6,316,256
*	Fid Fdm Idx 2065 Ipr	Mutual Funds	<u>332,654</u>
			49,346,091
	Mellon Stable Val	Common Collective Trusts	3,083,855
	Vang Vmmr Fed Mmkt	Money Market Funds	992,741
	Brokerage Accounts	Self Directed Accounts	97,319
*	Participant loans	210 loans; 4.25-8.0%	<u>1,486,410</u>
			<u>\$ 55,006,416</u>

* Party-in-interest.

Column (d) is not applicable.

The accompanying independent auditor's report
and notes are an integral part of this schedule.

Showa Denko 401(k) Retirement Plan
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

				Total That Constitutes Nonexempt Prohibited Transactions		
		Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date	Remitted			
\$1,228	1/7/2022	1/19/2022		\$1,228		
\$237	1/31/2022	2/10/2022	X	\$237		
\$39,919	3/31/2022	4/8/2022	X	\$39,919		
\$39,247	4/29/2022	5/9/2022	X	\$39,247		
\$39,700	5/31/2022	6/14/2022	X	\$39,700		
\$25,917	6/15/2022	6/24/2022		\$25,917		
\$21,863	6/24/2022	7/5/2022	X	\$21,863		
\$39,425	6/30/2022	7/11/2022	X	\$39,425		
\$18,933	6/30/2022	7/11/2022	X	\$18,933		
\$37,980	7/15/2022	7/26/2022	X	\$37,980		
\$2,386	7/31/2022	9/29/2022		\$2,386		

The accompanying independent auditor's report and notes are an integral part of these financial statements.

Showa Denko 401(k) Retirement Plan

Financial Statements
With Supplemental Schedules

December 31, 2022

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

Showa Denko 401(k) Retirement Plan

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Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditor's Report

To the Plan Administrator and Participants
Showa Denko 401(k) Retirement Plan:

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

We have performed an audit of the financial statements of Showa Denko 401(k) Retirement 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 the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the 2022 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section

- the amounts and disclosures in the accompanying 2022 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 2022 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 audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Showa Denko 401(k) Retirement 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.

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Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern within one year after the date 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Showa Denko 401(k) Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Showa Denko 401(k) Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2022 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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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 Matters

Supplemental Schedules Required by ERISA.

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

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

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Audit and Tax Solutions CPAs Inc.

Burlingame, California
January 25, 2024

Showa Denko 401(k) Retirement Plan
 Statements of Net Assets Available for Benefits
 December 31, 2022

	<u>2022</u>
ASSETS:	
Investments (participant directed, at fair value):	\$ 53,520,006
Receivables:	
Employer contributions	258,759
Participant contributions	34,982
Notes receivable from participants	<u>1,546,209</u>
	<u>1,839,950</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u>55,359,956</u>

Statement of Changes in Net Assets Available for Benefits
 For the year ended December 31, 2022

ADDITIONS:	
Contributions:	
Employer	\$ 2,670,755
Participants	5,529,691
Rollovers	<u>72,298</u>
	8,272,744
Investment income:	
Interest	16,413
Dividends	1,407,498
Net appreciation (depreciation) in fair value of investments	<u>(12,744,918)</u>
	(11,321,007)
Interest income on notes receivable from participants	<u>66,327</u>
TOTAL ADDITIONS	(2,981,936)
DEDUCTIONS:	
Benefits paid to participants	(1,646,461)
Administrative expenses	<u>(98,201)</u>
TOTAL DEDUCTIONS	<u>(1,744,662)</u>
NET CHANGE	(4,726,598)
Transfers of assets to this Plan	60,086,554
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>-</u>
End of year	\$ <u>55,359,956</u>

The accompanying independent auditor's report
 and notes are an integral part of these financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

1. Description of the Plan

The following description of the Showa Denko 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing Plan effective January 1, 2022, covering all of the employees of Showa Denko Materials America and its related entities (collectively, the "Plan Sponsor"). Employees are eligible to participate in the Plan once they have attained age 18. Employees may begin making deferrals into the Plan immediately following eligibility. Employees covered under a collective bargaining agreement, leased employees, nonresident aliens, and interns are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and section 401(a) of the Internal Revenue Code. The Plan Employee Benefit Committee is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their compensation into the Plan subject to certain non-discrimination restrictions and to an annual limitation of \$20,500 for 2022 (\$27,000 for participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6 percent of eligible compensation and their contributions invested in an appropriate target retirement fund until changed by the participant. The deferral contribution rate increases 1% per year until it reaches a maximum of 10%.

The Plan permits the Plan sponsor to make a non-discretionary matching contribution which equals 100% of the first 3% of eligible participants' compensation plus 50% of the next 3% of eligible participants' compensation per Plan year. Eligibility for matching contributions is the same as for deferrals.

The Plan also permits the Plan sponsor to make discretionary nonelective contributions, participants must be employed on the last day of the Plan year to be eligible for nonelective contributions. For 2022, the Plan sponsor elected to forego nonelective contributions.

Participants Accounts

All of the Plan's assets are invested, as directed by the participant, as mutual funds, common/collective trust, individual self-directed brokerage accounts. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, Plan sponsor contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase. For individual self-directed brokerage accounts, a participant's account balance in the Plan represents actual contributions and investment earnings. Participant accounts are also charged with an allocation of administrative expenses that are paid by the Plan.

Vesting and Forfeitures

Participants are always fully vested in their contributions and related earnings thereon at all times. Participants vest in Plan sponsor matching and nonelective contributions in ratable installments of 33.33% after 1 year of service and 66.67% after 2 years of service and 100% after 3 years of service. For HCD Employer, participants vest in Plan sponsor contributions in ratable installments of 25% after 1 year of service. For Termed Employer, participants vest in Plan sponsor contributions of 100% after 3 year of service. Forfeitures may be used to reduce Plan sponsor contributions and to offset administrative expenses of the Plan. At December 31, 2022, forfeitures available to offset Plan sponsor contributions and to pay

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Plan expenses were \$89,020. During the year ended December 31, 2022, no forfeitures were used to reduce employer contributions or offset administrative expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, death, disability, termination of employment, or financial hardship (as outlined in the Plan). In-service distributions are also available, providing the participant is at least age 59½. In-service withdrawals are also allowed for participants who become disabled. Participants who qualify for retirement benefits and withdrawals may receive their benefits in the form of a lump sum payment, installment payments or partial withdrawals. Benefits under the Plan shall be distributed solely from the assets of the trust. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. Participants who separate from service and have vested account balances of \$5,000 or less and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is \$1,000 or less. If the value of the vested account balance is greater than \$1,000 but equal to or less than \$5,000 the account will be converted to an individual retirement account. Retired participants must begin receiving a distribution from their account balance no later than April 1 following the calendar year they turn age 72.

Notes Receivable from Participants

The Plan permits participants to obtain a loan from their vested account balance. Loans are limited to the lesser of \$50,000 or 50% of the participant's vested account balance. The minimum loan amount is \$1,000. Participant may only have 2 loans outstanding at any given time. Loans bear an interest rate determined by the Plan administrator based on the prevailing rates charged by persons in the business of lending money. All loans must be repaid at termination of employment. Loans must generally be repaid within five years (longer for qualified residential loans) and are payable through regular payroll deductions. Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other Plan investments. The interest participants pay on their loans will be directly credited to their account. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

The Plan was without amendment during 2022.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Plan sponsor contributions are recorded when approved by the Plan sponsor. Benefit payments are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value as determined by the Plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through January 25, 2024, the date the financial statements were available to be issued.

3. Certification of Assets

Fidelity Management Trust Company ("Fidelity") serves as the trustee and custodian of the Plan's assets. In that capacity, Fidelity holds the Plan's assets and executes investment transactions. The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the Plan administrator has obtained certification from Fidelity as of December 31, 2022, and for the year ended December 31, 2022, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022, and interest, dividends and net appreciation/depreciation in fair value of investments for the year ended December 31, 2022, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2022:

	<u>Level 1</u>	<u>Total</u>
Mutual Funds	\$ 49,346,091	\$ 49,346,091
Money Market Funds	992,741	992,741
Individual Brokerage Accounts	97,319	97,319
Total assets in the fair value hierarchy	<u>50,436,151</u>	<u>50,436,151</u>
Common collective trusts measured at net asset value	<u>-</u>	<u>3,083,855</u>
Total investments at fair value	<u>\$ 50,436,151</u>	<u>\$ 53,520,006</u>

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2022. There are no participant restrictions for these investments; the redemption notice period is applicable only to the Plan.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

Investments	Fair Value 12/31/2022	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust	\$ 3,083,855	\$ -	Daily	None

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level with the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Common stocks: Valued at the closing prices reported on the active market on which the individual securities are traded.

Money Market funds: Valued at the quoted net asset value of shares held by the Plan at year-end.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts is valued at the net asset value as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates full redemption of the collective trust, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidation will be carried out in an orderly business manner.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

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

5. **Tax Status**

The Plan sponsor has adopted the Fidelity Non-Standardized Pre-Approved Profit Sharing plan. The Pre-Approved plan received a favorable opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the Pre-Approved plan is designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since the opinion letter, the Plan sponsor and administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, the Plan sponsor and administrator believe that the Plan is qualified and its related trust is exempt from tax.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or Internal Revenue Service. Management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. **Plan Termination**

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all non-vested account balances would become 100% vested.

7. **Related Party Transactions**

Fidelity Management Trust Company ("Fidelity") currently serves as the trustee and custodian to the Plan. Accordingly, all investments managed by Fidelity and related entities qualify as party-in-interest transactions.

Fees incurred by the Plan for investment management services are included in net appreciation/depreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments totaling \$98,201 to the recordkeeper and advisor, which were not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

8. **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements.

Showa Denko 401(k) Retirement Plan

Notes to the Financial Statements

9. Reconciliation of Financial Statements to Form 5500

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

	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 55,359,956
Employer contributions receivable	(258,759)
Participant contributions receivable	(34,982)
Deemed distributed loans	<u>(59,799)</u>
Net assets available for benefits per the Form 5500	<u>\$ 55,006,416</u>

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

Total contributions per financial statements	\$ 8,272,744
Contributions receivable	<u>(293,741)</u>
Total contributions per Form 5500	<u>\$ 7,979,003</u>

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

Total deductions per the financial statements	\$ 1,744,662
Deemed distributed loans	<u>59,799</u>
Total expenses per Form 5500	<u>\$ 1,804,461</u>

10. Prohibited Transactions

During the year ended December 31, 2022, the Plan sponsor did not remit certain participant contributions to the Plan in a timely manner as defined by ERISA. See the Schedule of Delinquent Participant Contributions. The Plan sponsor will compensate participants for any lost earnings resulting from the delay in contributions. These contributions are considered nonexempt party-in-interest transaction subject to an excise tax that the company intends to pay.

11. Subsequent Events

Effective January 1, 2023, the Plan was restated to:

- Change the Plan name to Resonac America 401-K Retirement Plan.
- Change the Plan sponsor name to Resonac America, Inc.
- Exclude co-ops, and foreign-based employees on limited term assignments.
- Change compensation definition.
- Remove years of service requirement from early retirement age of 55.
- Allow predecessor employer service for Showa Denko Carbon Inc. and Showa Denko HD America.

Effective January 1, 2023 the following Plans were merged into this Plan: Showa Denko HD America Corp and a partial Plan merger of the Showa Denko Carbon, Inc. 401(k).

Showa Denko 401(k) Retirement Plan
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

(a)	(b)	(c)	(e)
	Identity of issue, borrower or similar party	Description of Investment	Current Value
	Pim Total Rt Inst	Mutual Funds	\$ 1,258,735
	Meridian Growth Inst	Mutual Funds	1,538,637
	H & W High Yield	Mutual Funds	111,260
	H & W SmCp Dvrsfd VI	Mutual Funds	960,872
	Vg Tl Intl Bd Idx Ad	Mutual Funds	76,468
	Vang Infl Prot Adm	Mutual Funds	139,043
	AF Europac Growth	Mutual Funds	3,388,499
	DFA Glob Real Estate	Mutual Funds	276,218
	DH Large Cap	Mutual Funds	4,014,522
*	Fid Balanced	Mutual Funds	537,773
*	Fid US Bond Idx	Mutual Funds	2,242,142
*	Fid Total Mkt Idx	Mutual Funds	8,530,548
*	Fid Fdm Idx Inc Ipr	Mutual Funds	318,766
*	Fid Fdm Idx 2005 Ipr	Mutual Funds	53,571
*	Fid Fdm Idx 2010 Ipr	Mutual Funds	546
*	Fid Fdm Idx 2015 Ipr	Mutual Funds	45,887
*	Fid Fdm Idx 2020 Ipr	Mutual Funds	1,195,250
*	Fid Fdm Idx 2025 Ipr	Mutual Funds	1,257,770
*	Fid Fdm Idx 2030 Ipr	Mutual Funds	2,687,950
*	Fid Fdm Idx 2035 Ipr	Mutual Funds	3,409,095
*	Fid Fdm Idx 2040 Ipr	Mutual Funds	2,280,848
*	Fid Fdm Idx 2045 Ipr	Mutual Funds	1,486,410
*	Fid Fdm Idx 2050 Ipr	Mutual Funds	1,760,892
*	Fid Fdm Idx 2055 Ipr	Mutual Funds	1,897,119
*	Fid Fdm Idx 2060 Ipr	Mutual Funds	1,622,293
*	Fid Total Intl Idx	Mutual Funds	1,606,067
*	Fid Contrafund	Mutual Funds	6,316,256
*	Fid Fdm Idx 2065 Ipr	Mutual Funds	<u>332,654</u>
			49,346,091
	Mellon Stable Val	Common Collective Trusts	3,083,855
	Vang Vmmr Fed Mmkt	Money Market Funds	992,741
	Brokerage Accounts	Self Directed Accounts	97,319
*	Participant loans	210 loans; 4.25-8.0%	<u>1,486,410</u>
			<u>\$ 55,006,416</u>

* Party-in-interest.

Column (d) is not applicable.

The accompanying independent auditor's report
and notes are an integral part of this schedule.

Showa Denko 401(k) Retirement Plan
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Federal Identification Number: 13-2829329 Plan 001

				Total That Constitutes Nonexempt Prohibited Transactions		
		Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date	Remitted			
\$1,228	1/7/2022	1/19/2022		\$1,228		
\$237	1/31/2022	2/10/2022	X	\$237		
\$39,919	3/31/2022	4/8/2022	X	\$39,919		
\$39,247	4/29/2022	5/9/2022	X	\$39,247		
\$39,700	5/31/2022	6/14/2022	X	\$39,700		
\$25,917	6/15/2022	6/24/2022		\$25,917		
\$21,863	6/24/2022	7/5/2022	X	\$21,863		
\$39,425	6/30/2022	7/11/2022	X	\$39,425		
\$18,933	6/30/2022	7/11/2022	X	\$18,933		
\$37,980	7/15/2022	7/26/2022	X	\$37,980		
\$2,386	7/31/2022	9/29/2022		\$2,386		

The accompanying independent auditor's report and notes are an integral part of these financial statements.

PLAN NAME: Showa Denko 401(k) Retirement Plan
PLAN SPONSOR NAME: Showa Denko Materials America
EIN: 13-2829329 PN: 001
ATTACHMENT TO FORM 5500
MULTIPLE-EMPLOYER PLAN INFORMATION
12/31/2022

1) EMPLOYER NAME	2) EIN	3) ESTIMATE OF CONTRIBUTION %	4) Aggregate Account Balance
Resonac America Inc.	13-2829329	18.3%	\$14,202,032
Minaris Medical America, Inc.	77-0028274	5.1%	\$11,762,565
Minaris Regenerative Medicine, LLC	22-3560033	60.4%	\$13,474,583
Resonac Powdered Metals America, Inc.	23-7688845	16.2%	\$14,231,019
Totals		100%	\$53,670,199