

<p style="text-align: center;">Form 5500</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; 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: 24pt; font-weight: bold; text-align: center;">2022</p> <hr/> <p style="text-align: center; font-weight: bold;">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 01/01/2022 and ending 07/01/2022

A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)

a single-employer plan a DFE (specify) _____

B This return/report is: the first return/report the final return/report

an amended return/report a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here.

D Check box if filing under: Form 5558 automatic extension the DFVC program

special extension (enter description) _____

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>BATTERY SYSTEMS, INC. 401(K) PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>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>BATTERY SYSTEMS, INC.</u></p> <p><u>7446 ORANGEWOOD AVENUE</u> <u>GARDEN GROVE, CA 92841</u></p>	<p>1c Effective date of plan <u>01/01/1993</u></p> <p>2b Employer Identification Number (EIN) <u>77-0437059</u></p> <p>2c Plan Sponsor's telephone number <u>310-667-9320</u></p> <p>2d Business code (see instructions) <u>441300</u></p>

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.	03/04/2024	TWILA DEKRUYF
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <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 1173
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) 964 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 6h
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 2K 2J 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) <input checked="" 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 checked="" 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 checked="" type="checkbox"/> 2 A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input 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 _____

<p style="text-align: center;">SCHEDULE A (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; font-size: small;">Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p style="font-size: large;">2022</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **07/01/2022**

<p>A Name of plan BATTERY SYSTEMS, INC. 401(K) PLAN</p>	<p>B Three-digit plan number (PN) ▶</p>	<p>001</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 BATTERY SYSTEMS, INC.</p>	<p>D Employer Identification Number (EIN) 77-0437059</p>	

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

1 Coverage Information:

(a) Name of insurance carrier
LINCOLN NATIONAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	897125 087	0	01/01/2022	07/01/2022

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

e Type of contract: (1) individual policies (2) group deferred annuity
 (3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶

b Balance at the end of the previous year **7b** **0**

c Additions: (1) Contributions deposited during the year	7c(1)	45642
(2) Dividends and credits.....	7c(2)	0
(3) Interest credited during the year.....	7c(3)	7672
(4) Transferred from separate account.....	7c(4)	2567416
(5) Other (specify below)	7c(5)	11435

(6) Total additions..... **7c(6)** **2632165**

d Total of balance and additions (add lines **7b** and **7c(6)**)..... **7d** **2632165**

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	82017
(2) Administration charge made by carrier.....	7e(2)	46
(3) Transferred to separate account.....	7e(3)	2520025
(4) Other (specify below)	7e(4)	30077

(5) Total deductions..... **7e(5)** **2632165**

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** **0**

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)		
	(2) Increase (decrease) in amount due but unpaid	9a(2)		
	(3) Increase (decrease) in unearned premium reserve	9a(3)		
	(4) Earned ((1) + (2) - (3))		9a(4)	0
b	Benefit charges (1) Claims paid	9b(1)		
	(2) Increase (decrease) in claim reserves	9b(2)		
	(3) Incurred claims (add (1) and (2))		9b(3)	0
	(4) Claims charged		9b(4)	
c	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions	9c(1)(A)		
	(B) Administrative service or other fees	9c(1)(B)		
	(C) Other specific acquisition costs	9c(1)(C)		
	(D) Other expenses	9c(1)(D)		
	(E) Taxes	9c(1)(E)		
	(F) Charges for risks or other contingencies	9c(1)(F)		
	(G) Other retention charges	9c(1)(G)		
	(H) Total retention		9c(1)(H)	0
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)		9c(2)	0
d	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
	(2) Claim reserves		9d(2)	
	(3) Other reserves		9d(3)	
e	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

<p style="text-align: center;">SCHEDULE A (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; font-size: small;">Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p style="font-size: large;">2022</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **07/01/2022**

<p>A Name of plan BATTERY SYSTEMS, INC. 401(K) PLAN</p>	<p>B Three-digit plan number (PN) ▶</p>	<p>001</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 BATTERY SYSTEMS, INC.</p>	<p>D Employer Identification Number (EIN) 77-0437059</p>	

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

1 Coverage Information:

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAPCPGT2Y	0	01/01/2022	07/01/2022

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

LPL FINANCIAL LLC **ATTN COMMISSIONS DEPT**
4707 EXECUTIVE DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1656	0		7

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

e Type of contract: (1) individual policies (2) group deferred annuity
 (3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶

b Balance at the end of the previous year **7b** 2164600

c Additions: (1) Contributions deposited during the year	7c(1)	62771
(2) Dividends and credits.....	7c(2)	0
(3) Interest credited during the year.....	7c(3)	12944
(4) Transferred from separate account.....	7c(4)	351826
(5) Other (specify below)	7c(5)	4897

▶ LOAN REPAYMENT PRINCIPAL

(6) Total additions..... **7c(6)** 432438

d Total of balance and additions (add lines **7b** and **7c(6)**)..... **7d** 2597038

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	10957
(2) Administration charge made by carrier.....	7e(2)	217
(3) Transferred to separate account.....	7e(3)	3449
(4) Other (specify below)	7e(4)	2582415

▶ LOAN WITHDRAWAL MARKET VALUE ADJUSTMENT TRANSFER TO FUNDING SUCCESSOR

(5) Total deductions..... **7e(5)** 2597038

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 0

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)		
	(2) Increase (decrease) in amount due but unpaid	9a(2)		
	(3) Increase (decrease) in unearned premium reserve	9a(3)		
	(4) Earned ((1) + (2) - (3))		9a(4)	0
b	Benefit charges (1) Claims paid	9b(1)		
	(2) Increase (decrease) in claim reserves	9b(2)		
	(3) Incurred claims (add (1) and (2))		9b(3)	0
	(4) Claims charged		9b(4)	
c	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions	9c(1)(A)		
	(B) Administrative service or other fees	9c(1)(B)		
	(C) Other specific acquisition costs	9c(1)(C)		
	(D) Other expenses	9c(1)(D)		
	(E) Taxes	9c(1)(E)		
	(F) Charges for risks or other contingencies	9c(1)(F)		
	(G) Other retention charges	9c(1)(G)		
	(H) Total retention		9c(1)(H)	0
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)		9c(2)	0
d	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
	(2) Claim reserves		9d(2)	
	(3) Other reserves		9d(3)	
e	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 07/01/2022

A Name of plan <u>BATTERY SYSTEMS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BATTERY SYSTEMS, INC.</u>	D Employer Identification Number (EIN) <u>77-0437059</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?
60 64 65	RECORDKEEPER	425	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)

(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"/>

(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.	
BARON PARTNERS INST - DST SYSTEMS 43-1581814	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.	
FH GOVT OBS PRM - DST ASSET MANAGE 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.05%	
(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.	
FH STRAT VAL DIV IS - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IS R1000 LGCP IDX IS - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.05%	
(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.	
IS S&P 500 IDX IS - BNY MELLON INV 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.05%	
(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.	
PNR SEL MD CP GR Y - BNY MELLON IN 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIRE BAL - T. ROWE PRICE SER 52-2269240	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.	
VRTS NFJ MC VAL IS - VIRTUS FUND S 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

**SCHEDULE H
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection

For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **07/01/2022**

A Name of plan BATTERY SYSTEMS, INC. 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BATTERY SYSTEMS, INC.	D Employer Identification Number (EIN) 77-0437059

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	359
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests.....	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	886955	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	32033415	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2164599	2519669
(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	0	0
(2) Employer real property.....	1d(2)	0	0
e Buildings and other property used in plan operation.....	1e	0	0
f Total assets (add all amounts in lines 1a through 1e).....	1f	35084969	2520028
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	2520028
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	2520028
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	35084969	0

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)	666956	
(B) Participants.....	2a(1)(B)	1129056	
(C) Others (including rollovers).....	2a(1)(C)	78248	
(2) Noncash contributions.....	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		1874260
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	166	
(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)	20910	
(F) Other.....	2b(1)(F)	7672	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		28748
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock.....	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		0
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)	0	
(B) Other.....	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6262375
c Other income	2c		-14077
d Total income. Add all income amounts in column (b) and enter total	2d		-4373444
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1623971	
(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)		1623971
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	118749	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		118749
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1742720
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-6116164
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan.....	2l(2)		28968805

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: WITHUMSMITH BROWN, PC

(2) EIN: 22-2027092

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	

	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)
CONTINENTAL BATTERY 401(K) PLAN	75-0942847	001

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.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 07/01/2022

A Name of plan <u>BATTERY SYSTEMS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BATTERY SYSTEMS, INC.</u>	D Employer Identification Number (EIN) <u>77-0437059</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): 31-1592130 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 _____

BATTERY SYSTEMS, INC. 401(K) PLAN
Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020
With Independent Auditor's Report

Battery Systems, Inc. 401(k) Plan
Table of Contents
July 1, 2022, December 31, 2021 and December 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Battery Systems, Inc. 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the July 1, 2022 and December 31, 2021 Financial Statements

We have performed audits of the financial statements of Battery Systems, Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of July 1, 2022, December 31, 2021 and December 31, 2020 and the related statements of changes in net assets available for benefits for the period six-month period ended July 1, 2022 and the year ended December 31, 2021, and the related notes to the financial statements ("July 1, 2022 and December 31, 2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audits of the July 1, 2022 and December 31, 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institutions as of and for the six-month period ended July 1, 2022 and the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the July 1, 2022 and December 31, 2021 Financial Statements

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements section:

- The amounts and disclosures in the accompanying July 1, 2022 and December 31, 2021 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 July 1, 2022 and December 31, 2021 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 July 1, 2022 and December 31, 2021 Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements section of our report. We are required to be independent of Battery Systems, Inc. 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the July 1, 2022 and December 31, 2021 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 Battery Systems, Inc. 401(k) Plan’s ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor’s Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the July 1, 2022 and December 31, 2021 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 Battery Systems, Inc. 401(k) Plan’s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Battery Systems, Inc. 401(k) 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 July 1, 2022 and December 31, 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters - Supplemental Schedules Required by ERISA

The supplemental schedules, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of the six month period ended July 1, 2022 and the year ended December 31, 2021, 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 schedule 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 the institutions that management determined meet the requirements of ERISA Section 103(a)(3)(C).

Other Matter - Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Battery Systems, Inc. 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 8, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Withum Smith + Brown, PC

February 15, 2024

Battery Systems, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
July 1, 2022, December 31, 2021 and December 31, 2020

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Assets			
Investments			
Investments, at fair value	\$ -	\$ 32,033,415	\$ 27,496,576
Investments, at contract value	<u>2,519,669</u>	<u>2,164,599</u>	<u>2,417,656</u>
Total investments	<u>2,519,669</u>	<u>34,198,014</u>	<u>29,914,232</u>
Receivables			
Participants' contributions	-	-	47
Employer contributions	-	-	14,198
Notes receivable from participants	-	886,955	644,879
Other receivable	<u>359</u>	<u>-</u>	<u>-</u>
Total receivables	<u>359</u>	<u>886,955</u>	<u>659,124</u>
Total assets	<u>2,520,028</u>	<u>35,084,969</u>	<u>30,573,356</u>
Liabilities			
Other liabilities	<u>2,520,028</u>	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 35,084,969</u>	<u>\$ 30,573,356</u>

The Notes to Financial Statements are an integral part of these statements.

Battery Systems, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Period January 1, 2022 to July 1, 2022 and Year ended December 31, 2021

	<u>2022</u>	<u>2021</u>
Additions (subtractions) to net assets attributed to		
Investment income (loss)		
Net (depreciation) appreciation in fair value of investments	\$ (6,262,375)	\$ 4,337,740
Other loss	<u>(14,077)</u>	<u>-</u>
	<u>(6,276,452)</u>	<u>4,337,740</u>
Interest income		
Interest on notes receivable from participants	20,910	47,427
Interest on interest-bearing cash	166	-
Other interest	<u>7,672</u>	<u>-</u>
	<u>28,748</u>	<u>47,427</u>
Contributions		
Participants	1,129,056	2,096,155
Employer	666,956	969,407
Rollovers	<u>78,248</u>	<u>317,344</u>
Total contributions	<u>1,874,260</u>	<u>3,382,906</u>
Total additions, net	<u>(4,373,444)</u>	<u>7,768,073</u>
Deductions from net assets attributed to		
Benefits paid to participants	1,623,971	3,041,060
Administrative expenses	118,749	180,917
Corrective distributions	-	100
Deemed distributions	<u>-</u>	<u>34,383</u>
Total deductions	<u>1,742,720</u>	<u>3,256,460</u>
Net change in net assets available for benefits	(6,116,164)	4,511,613
Transfers out	<u>(28,968,805)</u>	<u>-</u>
Net assets available for benefits		
Beginning of year	<u>35,084,969</u>	<u>30,573,356</u>
End of year	<u>\$ -</u>	<u>\$ 35,084,969</u>

The Notes to Financial Statements are an integral part of these statements.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

1. DESCRIPTION OF PLAN

The following description of Battery Systems, Inc. 401(k) Plan (the “Plan”), as amended and restated effective January 1, 2017, 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 plan that is sponsored by Battery Systems, Inc. (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Plan Merger

On March 11, 2022, the Company announced that effective July 1, 2022, in conjunction with the acquisition of the Company, the Plan is set to merge into the Continental Battery 401(k) Plan (the “Acquirer’s Plan”) with recordkeeping and trustee services and investment options provided by Fidelity Investments. All net assets were transferred into the Acquirer’s Plan on July 5, 2022.

Eligibility

The Plan enabled substantially all employees of the Company, who have attained age 18 and have completed 30 days of service, to participate in the Plan.

Employee Contributions

Participant contributions were made to the Plan by means of salary deferral by which the participant was entitled to defer up to 70% of their compensation, or a fixed amount determined annually by the Internal Revenue Service (“IRS”). Any participant, age 50 or over, was eligible to contribute an additional “catch-up” contribution as determined by the IRS. Participants were also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans.

Employer Contributions

The Company could also voluntarily match participant contributions equal to 100% of each participant’s elective contribution for the plan year up to a maximum match of \$2,000 per participant per plan year. Matching contributions of \$666,956 and \$969,407 were made to the Plan period ended and for the Plan for the period January 1, 2022 through July 1, 2022, and for the year ended December 31, 2021, respectively.

Participant Accounts

Each participant’s account is credited with the participant’s contributions, the Company’s discretionary match contributions, if any, and an allocation of the Plan earnings or losses and administrative expenses. Allocations are based on participant account balances. The benefit to which a participant is entitled to is the benefit that can be provided from the participant’s vested interest in their account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100% vested after five years of credited service.

Notes Receivable from Participants

Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced in excess of the highest balance of existing loans during the preceding 12 months over the current loan of 50% of the vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence and bear interest over the prime rate on the effective date of the loan. The interest rate is fixed for the entire repayment period. At December 31, 2021, the interest rates applied to all loans ranged from 3.50% to 7.50%.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

Payment of Benefits

Upon reaching the retirement age of 65 or upon termination of service, a participant may elect to receive a lump-sum payment equal to the vested value of his or her account, or monthly or annual installments over a period of time not to exceed the life expectancy of the participant and his or her designated beneficiary. Benefits may also be accessed in the event of disability or death.

The Plan allows participants to make early withdrawals for certain financial hardships. The Plan also allows in-service withdrawals by participants after they reach age 59½. Participants' age 59½ taking in-service withdrawals will be required to pay all applicable taxes on the withdrawals but will not be subject to penalty taxes for early withdrawals.

Forfeited Accounts

If a participant elects to withdraw his or her entire account balance from the Plan prior to becoming vested, any employer contributions and investment earnings thereon in their account are forfeited. These forfeitures may be used for restoration of participant's forfeiture account upon rehire, to pay administrative expenses of the Plan and to reduce future Company contributions.

As of July 1, 2022, December 31, 2021, and December 31, 2020, forfeited non-vested accounts totaled none, \$92,944, and \$28,937, respectively. These accounts are used to reduce future employer contributions and to pay Plan expenses. On July 1, 2022, \$114,650 of remaining forfeiture balances were transferred out of the Plan. During the period ended July 1, 2022 and the year ended December 31, 2021, no forfeitures were used to reduce employer contributions.

Investment Options

Each participant directs the allocation of his or her contribution, and employer matching and discretionary profit sharing contributions to one or more investment options offered by the Plan. Purchases and sales of securities are recorded on a trade date basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Valuation of Investments and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net (depreciation) appreciation 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 principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of July 1, 2022 and December 31, 2021 and 2020.

Payment of Benefits

Benefits are recorded when paid.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

Use of Estimates

The preparation of financial statements in accordance 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 these estimates.

Risks and Uncertainties

The Plan provides participants with the option to invest in various investment options. All investment securities are exposed to some type of risk, including, but not limited to, exposure to changes in interest rates, market fluctuations, economic conditions and currency devaluation. Due to the level of risk associated with certain investment securities, it is possible that changes in near term risk factors could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Administrative Services

The expenses necessary to administer the Plan including, but not limited to, retaining necessary professional assistance from an attorney, an accountant, an actuary or an investment advisor are paid by the Company. Participants are charged services fees for any loan and distribution transactions they request. Transaction fees incurred by the custodian and registered investment companies are absorbed in investment income and are not readily determinable.

Subsequent Events

The Plan evaluated subsequent events through February 15, 2024, the date these financial statements were available to be issued. Other than the event mentioned in Note 1 related to the Plan Merger and transfer of assets subsequent to the period ended July 1, 2022, there were no material subsequent events that required recognition or additional disclosure in these financial statements.

3. INVESTMENTS CERTIFIED BY CUSTODIANS

No auditing procedures were performed by the independent auditor as permitted by ERISA Section 103(a)(3)(C) with respect to information certified as complete and accurate by Fidelity Management Trust Company and Nationwide Trust Company, FSB, (the "Custodians"), except for comparing such information with the information reported in the financial statements. Based on information provided and certified by the custodians, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, at July 1, 2022 and December 31, 2021 and 2020. Accordingly, the trustee of the Plan assets has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits at July 1, 2022 and December 31, 2021 and 2020, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2021.
- Net (depreciation) appreciation in fair value of investments, interest and dividends reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the six-month period ended July 1, 2022 and the year ended December 31, 2021.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

4. FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board (“FASB”) established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan’s assets measured at fair value. There have been no changes in the methodologies used for the periods presented in these financial statements.

Self-directed Brokerage Accounts: Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.

Registered Investment Companies: The investments held by registered investment companies consist of shares of mutual funds and are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end.

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

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value. At July 1, 2022, there were no assets in the Plan. As of December 31, 2021 and 2020, the fair value hierarchy is as follows:

	2021			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 37,420	\$ -	\$ -	\$ 37,420
Registered investment companies	<u>31,995,995</u>	<u>-</u>	<u>-</u>	<u>31,995,995</u>
Investments, at fair value	<u>\$ 32,033,415</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,033,415</u>

	2020			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 55,167	\$ -	\$ -	\$ 55,167
Registered investment companies	<u>27,441,409</u>	<u>-</u>	<u>-</u>	<u>27,441,409</u>
Investments, at fair value	<u>\$ 27,496,576</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 27,496,576</u>

5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan has a fully benefit responsive group annuity contract with Nationwide Retirement Plans ("Nationwide"), the Plan custodian, called the guaranteed investment contract. The insurance company maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. The group annuity contract is included in the financial statements at contract value. As of December 31, 2021 and December 31, 2020, the balance in this account was \$2,164,599 and \$2,417,656, respectively.

Additionally, the Plan has a fully benefit responsive group annuity contract with Lincoln National Life Insurance Company ("LNLIC") called the guaranteed investment contract. The insurance company maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. The group annuity contract is included in the financial statements at contract value. As of the six months ended July 1, 2022, the asset balance in this account was \$2,519,669.

These contracts meet the fully benefit-responsive investment contract criteria and therefore are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan.

Certain events may limit the ability of the Plan to transact at contract value. Such events include but may not be limited to a participant termination of employment due to: (1) removal of a group of participants from Plan coverage as a result of temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the Plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; or (4) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan sponsor's business. Such events also include: (1) removal from the Plan of one or more groups or classifications of participants; (2) partial or complete Plan termination; or (3) Plan disqualification.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

The Nationwide Retirement Flexible Advantage fund is a stable value investment with a guaranteed rate of return and a guarantee of principal that is backed by Nationwide. This fund was held during the year ended December 31, 2021. The crediting rate is based on a formula established by the contract issuer but may not be less than 0%. The crediting rate is reviewed on a semi-annual basis for resetting. The contract cannot be terminated before the scheduled maturity date. On June 1, 2022, the assets in this fund were transferred out when the Plan changed custodians. The assets were transferred into the Lincoln Stable Value fund held in Fidelity.

The Lincoln Stable Value fund is a stable value investment with a guaranteed rate of return and a guarantee of principal that is backed by LNLIC. The crediting rate is based on a formula established by the contract issuer but may not be less than 0%. The crediting rate is reviewed on a semi-annual basis for resetting. The contract can only be terminated before the scheduled maturity date under the two following options: five year book value option and market value payment option. Effective July 1, 2022, the Plan authorized termination under the market value option due to the Plan merging into the Continental Battery 401(k) Plan (the "Acquirer's Plan"). The assets were transferred into the Acquirer's Plan on July 5, 2022.

The insurance companies are contractually obligated to pay the principal and specified interest rate that are guaranteed to the Plan. The Plan's ability to receive amounts due in accordance with a fully benefit-responsive investment contracts are dependent on the third-party issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

6. TAX STATUS

The Plan has adopted a defined contribution Volume Submitter Plan. The Internal Revenue Service ("IRS") has informed the provider of the Volume Submitted Plan, by a letter dated March 31, 2014, that the Volume Submitter Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since the letter was received. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date.

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 IRS. This also provided guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition requirements. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of July 1, 2022 and December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. In addition, there have been no tax related interest or penalties for the periods presented in these financial statements.

7. PARTIES-IN-INTEREST

Certain Plan investments are units of common trust funds managed by Nationwide Trust Company, FSB ("Nationwide") and Fidelity Management Trust Company ("Fidelity"). Nationwide and Fidelity are the custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Additionally, the Plan issues notes to participants, which are secured by the participants' account balances. These transactions qualify as exempt party-in-interest transactions. Nationwide and Fidelity received certain direct fees, which amounted to \$118,749 and \$180,917 for the six-month period ended July 1, 2022 and the year ended December 31, 2021, respectively. Investment transactions and other fees incurred by the Plan are absorbed in investment income and are not readily determinable.

SUPPLEMENTARY INFORMATION

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<u>Self-directed brokerage accounts</u>			
*	Nationwide	Aggregate Self-Directed Brokerage Account	**	\$ 37,420
	<u>Registered investment companies</u>			
	American Funds	Growth Fund of America R6	**	921,990
	American Funds	New Economy R6	**	1,441,310
	American Funds	New World R6	**	262,386
	American Funds	Washington Mutual Investors R6	**	719,662
	AllianzGI	Midcap Value Institutional	**	41,640
	Baron Partners	Baron Partners Fund Institutional	**	12,751
	BlackRock	S&P 500 Index Institutional	**	738,279
	BlackRock	Large Cap Index Fund Institutional Class	**	1,014,431
	DFA	International Core Equity Portfolio Institutional Class	**	373,795
	DFA	US Large Cap Equity Institutional	**	28,958
	DFA	US Small Cap I	**	8,766
	DFA	Inflation-Protected Securities Portfolio	**	174,831
	Federated	Government Obligations Premium	**	93,622
	Fidelity	Advisor Stock Selector Mid Cap Fund I Class	**	1,237,435
	JPMorgan	Core Plus Bond Fund Class R6	**	127,787
*	Nationwide	Destination 2025 Institutional	**	2,269
*	Nationwide	Destination 2040 Institutional	**	15,762
*	Nationwide	Destination 2050 Institutional	**	17,801
*	Nationwide	Destination 2055 Institutional	**	24,737
*	Nationwide	Destination 2060 Institutional	**	11,262
*	Nationwide	Destination Investment Conservative R6	**	13,461
*	Nationwide	Destination Retirement R6	**	3,514
	Pioneer	Growth Opportunities Y	**	828,056
	T. Rowe	Price Retirement Balanced	**	576,003
	TIAA-CREF	Lifecycle Index 2010 Institutional	**	1,960
	TIAA-CREF	Lifecycle Index 2015 Institutional	**	839,276
	TIAA-CREF	Lifecycle Index 2020 Institutional	**	1,285,065
	TIAA-CREF	Lifecycle Index 2025 Institutional	**	3,240,745
	TIAA-CREF	Lifecycle Index 2030 Institutional	**	3,247,669
	TIAA-CREF	Lifecycle Index 2035 Institutional	**	2,239,596
	TIAA-CREF	Lifecycle Index 2040 Institutional	**	2,158,674
	TIAA-CREF	Lifecycle Index 2045 Institutional	**	1,567,470
	TIAA-CREF	Lifecycle Index 2050 Institutional	**	1,597,231
	TIAA-CREF	Lifecycle Index 2055 Institutional	**	894,385
	TIAA-CREF	Lifecycle Index 2060 Institutional	**	315,171
	TIAA-CREF	Lifecycle Index 2065 Institutional	**	20,417
	TIAA-CREF	Lifecycle Index Retirement Income	**	130,560
	Vanguard	500 Index Admiral	**	2,144,776
	Vanguard	Information Technology Index Fund Admiral	**	11,988
	Vanguard	Long-Term Investment-Grade Fund Admiral	**	110,359
	Vanguard	Small-Cap Value Index Fund Admiral	**	112,252
	Vanguard	Small-Cap Growth Index Fund Admiral	**	378,561
	Vanguard	Stock Market Index Fund	**	62,370
	Vanguard	Explorer Fund Admiral	**	668,064
	Vanguard	Growth and Income Fund Admiral	**	373,474
	Vanguard	Vanguard Mid Cap Index Admiral	**	402,673

See Independent Auditor's Report.

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
December 31, 2021

<u>(a)</u>	<u>(b) Identity of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	Vanguard	Small Cap Index Admiral	**	\$ 259,906
	Vanguard	Total Bond Market Index Admiral	**	319,480
	Vanguard	Total International Stock Index Admiral	**	249,695
	Vanguard	Value Index Admiral	**	673,670
	Total registered investment companies			<u>31,995,995</u>
	<u>Guaranteed investment account</u>			
*	Nationwide	Retirement Flexible Advantage	**	<u>2,164,599</u>
	Total investments			34,198,014
*	<u>Notes Receivable From Participants</u>	Rates from 3.50% - 7.50% maturing through July 2042	-	<u>886,955</u>
				<u>\$ 35,084,969</u>
*	Indicates a party-in interest as defined by ERISA Section 3(14).			
**	Not required as the Plan is participant directed.			

See Independent Auditor's Report.

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
July 1, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<u>Guaranteed investment account</u>			
	Lincoln National Life Insurance	Lincoln Stable Value Fund	**	<u>\$ 2,519,669</u>

** Not required as the Plan is participant directed.

BATTERY SYSTEMS, INC. 401(K) PLAN
Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020
With Independent Auditor's Report

Battery Systems, Inc. 401(k) Plan
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July 1, 2022, December 31, 2021 and December 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Battery Systems, Inc. 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the July 1, 2022 and December 31, 2021 Financial Statements

We have performed audits of the financial statements of Battery Systems, Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of July 1, 2022, December 31, 2021 and December 31, 2020 and the related statements of changes in net assets available for benefits for the period six-month period ended July 1, 2022 and the year ended December 31, 2021, and the related notes to the financial statements ("July 1, 2022 and December 31, 2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audits of the July 1, 2022 and December 31, 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institutions as of and for the six-month period ended July 1, 2022 and the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the July 1, 2022 and December 31, 2021 Financial Statements

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements section:

- The amounts and disclosures in the accompanying July 1, 2022 and December 31, 2021 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 July 1, 2022 and December 31, 2021 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 July 1, 2022 and December 31, 2021 Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements section of our report. We are required to be independent of Battery Systems, Inc. 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the July 1, 2022 and December 31, 2021 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 Battery Systems, Inc. 401(k) Plan’s ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor’s Responsibilities for the Audit of the July 1, 2022 and December 31, 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the July 1, 2022 and December 31, 2021 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 Battery Systems, Inc. 401(k) Plan’s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Battery Systems, Inc. 401(k) 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 July 1, 2022 and December 31, 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters - Supplemental Schedules Required by ERISA

The supplemental schedules, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of the six month period ended July 1, 2022 and the year ended December 31, 2021, 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 schedule 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 the institutions that management determined meet the requirements of ERISA Section 103(a)(3)(C).

Other Matter - Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Battery Systems, Inc. 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 8, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

WithumSmith+Brown, PC

February 15, 2024

Battery Systems, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
July 1, 2022, December 31, 2021 and December 31, 2020

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Assets			
Investments			
Investments, at fair value	\$ -	\$ 32,033,415	\$ 27,496,576
Investments, at contract value	<u>2,519,669</u>	<u>2,164,599</u>	<u>2,417,656</u>
Total investments	<u>2,519,669</u>	<u>34,198,014</u>	<u>29,914,232</u>
Receivables			
Participants' contributions	-	-	47
Employer contributions	-	-	14,198
Notes receivable from participants	-	886,955	644,879
Other receivable	<u>359</u>	<u>-</u>	<u>-</u>
Total receivables	<u>359</u>	<u>886,955</u>	<u>659,124</u>
Total assets	<u>2,520,028</u>	<u>35,084,969</u>	<u>30,573,356</u>
Liabilities			
Other liabilities	<u>2,520,028</u>	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 35,084,969</u>	<u>\$ 30,573,356</u>

The Notes to Financial Statements are an integral part of these statements.

Battery Systems, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Period January 1, 2022 to July 1, 2022 and Year ended December 31, 2021

	<u>2022</u>	<u>2021</u>
Additions (subtractions) to net assets attributed to		
Investment income (loss)		
Net (depreciation) appreciation in fair value of investments	\$ (6,262,375)	\$ 4,337,740
Other loss	(14,077)	-
	<u>(6,276,452)</u>	<u>4,337,740</u>
Interest income		
Interest on notes receivable from participants	20,910	47,427
Interest on interest-bearing cash	166	-
Other interest	7,672	-
	<u>28,748</u>	<u>47,427</u>
Contributions		
Participants	1,129,056	2,096,155
Employer	666,956	969,407
Rollovers	78,248	317,344
Total contributions	<u>1,874,260</u>	<u>3,382,906</u>
Total additions, net	<u>(4,373,444)</u>	<u>7,768,073</u>
Deductions from net assets attributed to		
Benefits paid to participants	1,623,971	3,041,060
Administrative expenses	118,749	180,917
Corrective distributions	-	100
Deemed distributions	-	34,383
Total deductions	<u>1,742,720</u>	<u>3,256,460</u>
Net change in net assets available for benefits	(6,116,164)	4,511,613
Transfers out	<u>(28,968,805)</u>	<u>-</u>
Net assets available for benefits		
Beginning of year	<u>35,084,969</u>	<u>30,573,356</u>
End of year	<u>\$ -</u>	<u>\$ 35,084,969</u>

The Notes to Financial Statements are an integral part of these statements.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

1. DESCRIPTION OF PLAN

The following description of Battery Systems, Inc. 401(k) Plan (the “Plan”), as amended and restated effective January 1, 2017, 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 plan that is sponsored by Battery Systems, Inc. (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Plan Merger

On March 11, 2022, the Company announced that effective July 1, 2022, in conjunction with the acquisition of the Company, the Plan is set to merge into the Continental Battery 401(k) Plan (the “Acquirer’s Plan”) with recordkeeping and trustee services and investment options provided by Fidelity Investments. All net assets were transferred into the Acquirer’s Plan on July 5, 2022.

Eligibility

The Plan enabled substantially all employees of the Company, who have attained age 18 and have completed 30 days of service, to participate in the Plan.

Employee Contributions

Participant contributions were made to the Plan by means of salary deferral by which the participant was entitled to defer up to 70% of their compensation, or a fixed amount determined annually by the Internal Revenue Service (“IRS”). Any participant, age 50 or over, was eligible to contribute an additional “catch-up” contribution as determined by the IRS. Participants were also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans.

Employer Contributions

The Company could also voluntarily match participant contributions equal to 100% of each participant’s elective contribution for the plan year up to a maximum match of \$2,000 per participant per plan year. Matching contributions of \$666,956 and \$969,407 were made to the Plan period ended and for the Plan for the period January 1, 2022 through July 1, 2022, and for the year ended December 31, 2021, respectively.

Participant Accounts

Each participant’s account is credited with the participant’s contributions, the Company’s discretionary match contributions, if any, and an allocation of the Plan earnings or losses and administrative expenses. Allocations are based on participant account balances. The benefit to which a participant is entitled to is the benefit that can be provided from the participant’s vested interest in their account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100% vested after five years of credited service.

Notes Receivable from Participants

Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced in excess of the highest balance of existing loans during the preceding 12 months over the current loan of 50% of the vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence and bear interest over the prime rate on the effective date of the loan. The interest rate is fixed for the entire repayment period. At December 31, 2021, the interest rates applied to all loans ranged from 3.50% to 7.50%.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

Payment of Benefits

Upon reaching the retirement age of 65 or upon termination of service, a participant may elect to receive a lump-sum payment equal to the vested value of his or her account, or monthly or annual installments over a period of time not to exceed the life expectancy of the participant and his or her designated beneficiary. Benefits may also be accessed in the event of disability or death.

The Plan allows participants to make early withdrawals for certain financial hardships. The Plan also allows in-service withdrawals by participants after they reach age 59½. Participants' age 59½ taking in-service withdrawals will be required to pay all applicable taxes on the withdrawals but will not be subject to penalty taxes for early withdrawals.

Forfeited Accounts

If a participant elects to withdraw his or her entire account balance from the Plan prior to becoming vested, any employer contributions and investment earnings thereon in their account are forfeited. These forfeitures may be used for restoration of participant's forfeiture account upon rehire, to pay administrative expenses of the Plan and to reduce future Company contributions.

As of July 1, 2022, December 31, 2021, and December 31, 2020, forfeited non-vested accounts totaled none, \$92,944, and \$28,937, respectively. These accounts are used to reduce future employer contributions and to pay Plan expenses. On July 1, 2022, \$114,650 of remaining forfeiture balances were transferred out of the Plan. During the period ended July 1, 2022 and the year ended December 31, 2021, no forfeitures were used to reduce employer contributions.

Investment Options

Each participant directs the allocation of his or her contribution, and employer matching and discretionary profit sharing contributions to one or more investment options offered by the Plan. Purchases and sales of securities are recorded on a trade date basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Valuation of Investments and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net (depreciation) appreciation 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 principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of July 1, 2022 and December 31, 2021 and 2020.

Payment of Benefits

Benefits are recorded when paid.

Battery Systems, Inc. 401(k) Plan
Notes to Financial Statements
July 1, 2022, December 31, 2021 and December 31, 2020

Use of Estimates

The preparation of financial statements in accordance 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 these estimates.

Risks and Uncertainties

The Plan provides participants with the option to invest in various investment options. All investment securities are exposed to some type of risk, including, but not limited to, exposure to changes in interest rates, market fluctuations, economic conditions and currency devaluation. Due to the level of risk associated with certain investment securities, it is possible that changes in near term risk factors could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Administrative Services

The expenses necessary to administer the Plan including, but not limited to, retaining necessary professional assistance from an attorney, an accountant, an actuary or an investment advisor are paid by the Company. Participants are charged services fees for any loan and distribution transactions they request. Transaction fees incurred by the custodian and registered investment companies are absorbed in investment income and are not readily determinable.

Subsequent Events

The Plan evaluated subsequent events through February 15, 2024, the date these financial statements were available to be issued. Other than the event mentioned in Note 1 related to the Plan Merger and transfer of assets subsequent to the period ended July 1, 2022, there were no material subsequent events that required recognition or additional disclosure in these financial statements.

3. INVESTMENTS CERTIFIED BY CUSTODIANS

No auditing procedures were performed by the independent auditor as permitted by ERISA Section 103(a)(3)(C) with respect to information certified as complete and accurate by Fidelity Management Trust Company and Nationwide Trust Company, FSB, (the "Custodians"), except for comparing such information with the information reported in the financial statements. Based on information provided and certified by the custodians, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, at July 1, 2022 and December 31, 2021 and 2020. Accordingly, the trustee of the Plan assets has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits at July 1, 2022 and December 31, 2021 and 2020, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2021.
- Net (depreciation) appreciation in fair value of investments, interest and dividends reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the six-month period ended July 1, 2022 and the year ended December 31, 2021.

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4. FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board (“FASB”) established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan’s assets measured at fair value. There have been no changes in the methodologies used for the periods presented in these financial statements.

Self-directed Brokerage Accounts: Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.

Registered Investment Companies: The investments held by registered investment companies consist of shares of mutual funds and are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end.

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

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value. At July 1, 2022, there were no assets in the Plan. As of December 31, 2021 and 2020, the fair value hierarchy is as follows:

	2021			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 37,420	\$ -	\$ -	\$ 37,420
Registered investment companies	<u>31,995,995</u>	<u>-</u>	<u>-</u>	<u>31,995,995</u>
Investments, at fair value	<u>\$ 32,033,415</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,033,415</u>

	2020			Total
	Level 1	Level 2	Level 3	
Self-directed brokerage accounts	\$ 55,167	\$ -	\$ -	\$ 55,167
Registered investment companies	<u>27,441,409</u>	<u>-</u>	<u>-</u>	<u>27,441,409</u>
Investments, at fair value	<u>\$ 27,496,576</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 27,496,576</u>

5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan has a fully benefit responsive group annuity contract with Nationwide Retirement Plans ("Nationwide"), the Plan custodian, called the guaranteed investment contract. The insurance company maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. The group annuity contract is included in the financial statements at contract value. As of December 31, 2021 and December 31, 2020, the balance in this account was \$2,164,599 and \$2,417,656, respectively.

Additionally, the Plan has a fully benefit responsive group annuity contract with Lincoln National Life Insurance Company ("LNLIC") called the guaranteed investment contract. The insurance company maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. The group annuity contract is included in the financial statements at contract value. As of the six months ended July 1, 2022, the asset balance in this account was \$2,519,669.

These contracts meet the fully benefit-responsive investment contract criteria and therefore are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan.

Certain events may limit the ability of the Plan to transact at contract value. Such events include but may not be limited to a participant termination of employment due to: (1) removal of a group of participants from Plan coverage as a result of temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the Plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; or (4) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan sponsor's business. Such events also include: (1) removal from the Plan of one or more groups or classifications of participants; (2) partial or complete Plan termination; or (3) Plan disqualification.

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The Nationwide Retirement Flexible Advantage fund is a stable value investment with a guaranteed rate of return and a guarantee of principal that is backed by Nationwide. This fund was held during the year ended December 31, 2021. The crediting rate is based on a formula established by the contract issuer but may not be less than 0%. The crediting rate is reviewed on a semi-annual basis for resetting. The contract cannot be terminated before the scheduled maturity date. On June 1, 2022, the assets in this fund were transferred out when the Plan changed custodians. The assets were transferred into the Lincoln Stable Value fund held in Fidelity.

The Lincoln Stable Value fund is a stable value investment with a guaranteed rate of return and a guarantee of principal that is backed by LNLIC. The crediting rate is based on a formula established by the contract issuer but may not be less than 0%. The crediting rate is reviewed on a semi-annual basis for resetting. The contract can only be terminated before the scheduled maturity date under the two following options: five year book value option and market value payment option. Effective July 1, 2022, the Plan authorized termination under the market value option due to the Plan merging into the Continental Battery 401(k) Plan (the "Acquirer's Plan"). The assets were transferred into the Acquirer's Plan on July 5, 2022.

The insurance companies are contractually obligated to pay the principal and specified interest rate that are guaranteed to the Plan. The Plan's ability to receive amounts due in accordance with a fully benefit-responsive investment contracts are dependent on the third-party issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

6. TAX STATUS

The Plan has adopted a defined contribution Volume Submitter Plan. The Internal Revenue Service ("IRS") has informed the provider of the Volume Submitted Plan, by a letter dated March 31, 2014, that the Volume Submitter Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since the letter was received. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date.

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 IRS. This also provided guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition requirements. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of July 1, 2022 and December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. In addition, there have been no tax related interest or penalties for the periods presented in these financial statements.

7. PARTIES-IN-INTEREST

Certain Plan investments are units of common trust funds managed by Nationwide Trust Company, FSB ("Nationwide") and Fidelity Management Trust Company ("Fidelity"). Nationwide and Fidelity are the custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Additionally, the Plan issues notes to participants, which are secured by the participants' account balances. These transactions qualify as exempt party-in-interest transactions. Nationwide and Fidelity received certain direct fees, which amounted to \$118,749 and \$180,917 for the six-month period ended July 1, 2022 and the year ended December 31, 2021, respectively. Investment transactions and other fees incurred by the Plan are absorbed in investment income and are not readily determinable.

SUPPLEMENTARY INFORMATION

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<u>Self-directed brokerage accounts</u>			
*	Nationwide	Aggregate Self-Directed Brokerage Account	**	\$ 37,420
	<u>Registered investment companies</u>			
	American Funds	Growth Fund of America R6	**	921,990
	American Funds	New Economy R6	**	1,441,310
	American Funds	New World R6	**	262,386
	American Funds	Washington Mutual Investors R6	**	719,662
	AllianzGI	Midcap Value Institutional	**	41,640
	Baron Partners	Baron Partners Fund Institutional	**	12,751
	BlackRock	S&P 500 Index Institutional	**	738,279
	BlackRock	Large Cap Index Fund Institutional Class	**	1,014,431
	DFA	International Core Equity Portfolio Institutional Class	**	373,795
	DFA	US Large Cap Equity Institutional	**	28,958
	DFA	US Small Cap I	**	8,766
	DFA	Inflation-Protected Securities Portfolio	**	174,831
	Federated	Government Obligations Premium	**	93,622
	Fidelity	Advisor Stock Selector Mid Cap Fund I Class	**	1,237,435
	JPMorgan	Core Plus Bond Fund Class R6	**	127,787
*	Nationwide	Destination 2025 Institutional	**	2,269
*	Nationwide	Destination 2040 Institutional	**	15,762
*	Nationwide	Destination 2050 Institutional	**	17,801
*	Nationwide	Destination 2055 Institutional	**	24,737
*	Nationwide	Destination 2060 Institutional	**	11,262
*	Nationwide	Destination Investment Conservative R6	**	13,461
*	Nationwide	Destination Retirement R6	**	3,514
	Pioneer	Growth Opportunities Y	**	828,056
	T. Rowe	Price Retirement Balanced	**	576,003
	TIAA-CREF	Lifecycle Index 2010 Institutional	**	1,960
	TIAA-CREF	Lifecycle Index 2015 Institutional	**	839,276
	TIAA-CREF	Lifecycle Index 2020 Institutional	**	1,285,065
	TIAA-CREF	Lifecycle Index 2025 Institutional	**	3,240,745
	TIAA-CREF	Lifecycle Index 2030 Institutional	**	3,247,669
	TIAA-CREF	Lifecycle Index 2035 Institutional	**	2,239,596
	TIAA-CREF	Lifecycle Index 2040 Institutional	**	2,158,674
	TIAA-CREF	Lifecycle Index 2045 Institutional	**	1,567,470
	TIAA-CREF	Lifecycle Index 2050 Institutional	**	1,597,231
	TIAA-CREF	Lifecycle Index 2055 Institutional	**	894,385
	TIAA-CREF	Lifecycle Index 2060 Institutional	**	315,171
	TIAA-CREF	Lifecycle Index 2065 Institutional	**	20,417
	TIAA-CREF	Lifecycle Index Retirement Income	**	130,560
	Vanguard	500 Index Admiral	**	2,144,776
	Vanguard	Information Technology Index Fund Admiral	**	11,988
	Vanguard	Long-Term Investment-Grade Fund Admiral	**	110,359
	Vanguard	Small-Cap Value Index Fund Admiral	**	112,252
	Vanguard	Small-Cap Growth Index Fund Admiral	**	378,561
	Vanguard	Stock Market Index Fund	**	62,370
	Vanguard	Explorer Fund Admiral	**	668,064
	Vanguard	Growth and Income Fund Admiral	**	373,474
	Vanguard	Vanguard Mid Cap Index Admiral	**	402,673

See Independent Auditor's Report.

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
December 31, 2021

<u>(a)</u>	<u>(b) Identity of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	Vanguard	Small Cap Index Admiral	**	\$ 259,906
	Vanguard	Total Bond Market Index Admiral	**	319,480
	Vanguard	Total International Stock Index Admiral	**	249,695
	Vanguard	Value Index Admiral	**	673,670
	Total registered investment companies			<u>31,995,995</u>
	<u>Guaranteed investment account</u>			
*	Nationwide	Retirement Flexible Advantage	**	<u>2,164,599</u>
	Total investments			34,198,014
*	<u>Notes Receivable From Participants</u>	Rates from 3.50% - 7.50% maturing through July 2042	-	<u>886,955</u>
				<u>\$ 35,084,969</u>
*	Indicates a party-in interest as defined by ERISA Section 3(14).			
**	Not required as the Plan is participant directed.			

See Independent Auditor's Report.

Battery Systems, Inc. 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #77-0437059, Plan #001
July 1, 2022

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<u>Guaranteed investment account</u>			
	Lincoln National Life Insurance	Lincoln Stable Value Fund	**	<u>\$ 2,519,669</u>

** Not required as the Plan is participant directed.