

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 03/09/2001
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) GHIRARDELLI ASSOCIATES, INC. 2055 GATEWAY PLACE SUITE 470 SAN JOSE, CA 95110
2b	Employer Identification Number (EIN) 94-3395064
2c	Plan Sponsor's telephone number 408-435-5503
2d	Business code (see instructions) 541330

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2024	ALAIN CHARLES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	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	5 247
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(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) 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) 176 6a(2) 199 6b 3 6c 80 6d 282 6e 0 6f 282 6g(1) 243 6g(2) 280 6h 18
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3B 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4)** ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5)** ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ **A** (Insurance Information) – Number Attached 1
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan	B Three-digit plan number (PN)	001
GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
GHIRARDELLI ASSOCIATES, INC. 94-3395064		

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.
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1 Coverage Information:

(a) Name of insurance carrier					
EMPOWER ANNUITY INSURANCE COMPANY OF AMERICA					
(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
84-0467907	68322	333267-01	59	01/01/2023	12/31/2023

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

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	951544
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.**6d**

Specify nature of costs ▶

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 ▶ **GROUP ANNUITY CONTRACT**

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

924236

c Additions: (1) Contributions deposited during the year**7c(1)**

217329

(2) Dividends and credits

7c(2)

0

(3) Interest credited during the year

7c(3)

11912

(4) Transferred from separate account.....

7c(4)

65510

(5) Other (specify below)

7c(5)

43485

▶ **LOAN PAYMENTS**

(6) Total additions.....

7c(6)

338236

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

1262472

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

147249

(2) Administration charge made by carrier

7e(2)

2663

(3) Transferred to separate account.....

7e(3)

161016

(4) Other (specify below)

7e(4)

(5) Total deductions.....

7e(5)

310928

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

951544

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 ☐ paid in cash, or ☐ credited.).....		9c(2)	
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. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 GHIRARDELLI ASSOCIATES, INC.	D Employer Identification Number (EIN) 94-3395064	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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--

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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)

UBS FINANCIAL SERVICES INC

PO BOX 198928
PAYMENT SERVICES-RPCS
NASHVILLE, TN 37238

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	53828	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EMPOWER ADVISORY GROUP, LLC

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	19921	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EMPOWER ANNUITY INSURANCE COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	9512	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GHIRARDELLI ASSOCIATES, INC.</u>	D Employer Identification Number (EIN) <u>94-3395064</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2060 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>27-3616920-273</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>241116</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST MAT X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-0788428-268</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1424589</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2050 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-0787670-258</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>194219</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2025 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-0788428-268</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>322735</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2045 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-1208510-259</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>493407</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2040 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-1384398-260</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>443888</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM RETIREMENT ADV TRST 2055 X</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM INVESTMENTS CIT</u>		
c EIN-PN <u>26-0787670-272</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>141525</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADV TRST 2030 X

b Name of sponsor of entity listed in (a): PUTNAM INVESTMENTS CIT

c EIN-PN 26-0788040-262	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1368322
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a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADV TRST 2035 X

b Name of sponsor of entity listed in (a): PUTNAM INVESTMENTS CIT

c EIN-PN 26-0787945-261	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 835470
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 2023 This Form is Open to Public Inspection
For calendar plan year 2023 or fiscal plan year beginning <u>01/01/2023</u> and ending <u>12/31/2023</u>		
A Name of plan <u>GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING 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>GHIRARDELLI ASSOCIATES, INC.</u>		D Employer Identification Number (EIN) <u>94-3395064</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	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)	249348	308979
(9) Value of interest in common/collective trusts	1c(9)	4575585	5465270
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	7090271	9022576
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	924236	951544
(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	12839440	15748369
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	12839440	15748369

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)	718062	
(B) Participants	2a(1)(B)	2166788	
(C) Others (including rollovers)	2a(1)(C)	444859	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3329709
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	16312	
(F) Other	2b(1)(F)	11912	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		28224
(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)	214495	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		214495
(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)		671636
(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)		1161052
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		5405116

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2412926	
(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)		2412926
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) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	9512	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	73749	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		83261
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2496187

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2908929
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **WMB2, LLP**

(2) EIN: **26-3789391**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
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.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
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.			

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan GHIRARDELLI ASSOCIATES, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 GHIRARDELLI ASSOCIATES, INC.		D Employer Identification Number (EIN) 94-3395064
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 20-3691708		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14a 14b 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 b The corresponding number for the second preceding plan year	15a 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 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	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____% b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
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. _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>11 / 14 / 2022</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702518A</u> .	

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Financial Statements

and

Supplemental Schedules

Year ended December 31, 2023

with

Report of Independent Auditors

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Index to Financial Statements and Supplemental Schedule

Financial Statements

Report of Independent Auditors	1
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7

Supplemental Schedules

Schedule H, Line 4(i) -Schedule of Assets (Held at End of Year)	18
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Report of Independent Auditors

To the Board of Directors of **Ghirardelli Associates, Inc.** and the
401(k) Committee for the **Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan:**

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

We have performed audits of the accompanying financial statements of Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statement of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the

information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards 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 generally accepted auditing standards, 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 Ghirardelli Associates, Inc. 401(k) Profit Sharing 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 Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Supplemental Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2023 is 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 schedule, 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 generally accepted auditing standards. 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 an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

WMB², LLP

WMB², LLP

Larkspur, CA

October 10, 2024

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value		
Guaranteed investment contract	\$ 951,544	\$ 924,236
Mutual funds	9,022,575	7,090,271
Common collective trust funds	<u>5,465,271</u>	<u>4,575,585</u>
Total investments at fair value	15,439,390	12,590,092
Receivables		
Notes receivable from participants	308,979	249,348
Employer match	1,075	
Employer other	<u>—</u>	<u>3,698</u>
Total receivables	<u>310,054</u>	<u>253,046</u>
Total assets	15,749,444	12,843,138
Liabilities		
Excess contributions payable	505	—
Accrued administrative expense	<u>13,478</u>	<u>11,284</u>
Net assets available for benefits	<u><u>\$15,735,461</u></u>	<u><u>\$12,831,854</u></u>

See accompanying notes.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2023

Additions

Investment income

Net appreciation in fair value of investments	\$ 1,832,688
Dividends	213,899
Interest	12,509
	<u>2,059,096</u>
Less: Investment expenses	<u>(33,233)</u>
Total investment income	2,025,863

Interest income on notes receivable from participants	16,312
---	--------

Contributions

Employer matches	718,680
Participant deferrals	2,166,283
Participant rollovers	444,859
	<u>3,329,822</u>
Total contributions	<u>3,329,822</u>

Total additions	5,371,997
-----------------	-----------

Deductions

Participant benefits	2,412,646
Administrative expenses	55,744
	<u>2,468,390</u>
Total deductions	<u>2,468,390</u>

Net decreases	2,903,607
---------------	-----------

Net assets available for benefits,

Beginning of year	<u>12,831,854</u>
End of year	<u><u>\$15,735,461</u></u>

See accompanying notes.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 1 – Description of the Plan

The following description of the Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of its provisions.

General

The Plan is a defined contribution profit sharing plan with a cash or deferral arrangement under section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Ghirardelli Associates, Inc. (Ghirardelli) is the administrator of the Plan and as such, carries out the duties imposed by ERISA. The 401(k) Plan committee is responsible for the oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance. Empower Annuity Insurance Company of America and Empower Trust Company, LLC, the Custodians, hold all the Plan investment assets. Empower Retirement, an affiliate, is the Recordkeeper and prepares the Form 5500.

Eligibility

Effective April 1, 2021, the Plan has no excluded employees. Employees of Ghirardelli are eligible to participate in the deferral component of the Plan on their hire date.

Effective January 1, 2021: 1) the Plan has no eligibility requirements to become eligible in the matching component of the Plan 2) to become eligible in the non-elective component of the Plan, an employee has to be employed on the last day of the Plan year.

Contributions

Participants may contribute (pre-tax regular and post-tax Roth) up to the lower of 100% of their annual qualified compensation or IRC limit to the Plan. Participants that attain age 50 by the last day of the Plan year may defer additional amounts ("catch-up" contributions) to the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollovers). Rollovers are not subject to Plan or IRC contribution limits.

Effective June 1, 2021, Ghirardelli automatically enrolls newly eligible employees, with a deferral rate of 3%, unless the newly eligible employee affirmatively elects a different percentage, including zero.

The Plan also provides for discretionary matching contributions equal to a uniform percentage or dollar amount, determined by the Board of Directors of Ghirardelli. Effective with the June 18, 2021 payroll date, the Board approved a discretionary match up to 3% of employee contributions.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 1 – Description of the Plan (continued)

The Plan also provides for discretionary non-elective contributions, determined by the Board of Directors of Ghirardelli. Ghirardelli allocates non-elective contributions pro rata based on the percentage of each participant's annual eligible compensation relative to the total annual eligible compensation of all participants. Ghirardelli made no discretionary profit-sharing contributions for the year ended December 31, 2023.

Participant accounts

Each participant's account is credited with the participant's contributions and discretionary employer matching contributions, as well as allocations of employer non-elective contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their voluntary contributions and actual earnings thereon. Vesting of employer discretionary matching contributions and discretionary non-elective contributions are based on the participant's years of continuous service. Effective April 1, 2021, a participant vests 20% in the Plan each year with at least 500 hours (1,000 hours prior to April 1, 2021) of service and is fully vested in the fifth year of service.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. The note bears interest at a rate prime plus 1% as of the date of issuance. Loan terms range from one to five years, except when the loan is used to acquire a principal residence, in which case the maximum term is 15 years. Participants pay their notes in bi-weekly installments of principal and fixed interest, at rates ranging from 4.25%-9.50%. The notes mature on various dates from March 13, 2024 through January 7, 2036. Notes become due immediately upon termination of employment.

Investment options

Participants choose investment options for their deferral, catch-up, rollover, matching and profit-sharing contributions from the investment options offered by the Plan. As of December 31, 2023, the Plan offered an unallocated-fund guaranteed investment contract, mutual funds and common collective trust funds to participants.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 1 – Description of the Plan (continued)

Payment of Benefits

Upon termination of employment, death, attainment of age 59 ½, retirement, disability and for any other reasons permitted by the Plan or the IRC, a participant or beneficiary is entitled to receive a lump-sum distribution, a rollover, or installments equal to the participant's vested interest in his or her account. A participant also can take a distribution of his or her rollover contributions and Roth contributions (if any) at any time. Terminated participants with account balances in excess of \$5,000 may delay the receipts of distributions. The Company will roll over terminated participants' account balances of \$1,000 and \$5,000 to individual retirement accounts unless directed otherwise by the terminated participant. A vested participant's balance equal to or less than \$1,000 will be distributed directly to the participant as a lump-sum payment. Benefit payments to the participant generally must begin by the later of the year after the participant attains age 72 (73 if participant reaches age 72 after December 31, 2022) or the year in which the participant terminates employment.

Forfeitures

As of December 31, 2023 and 2022, the Plan held unallocated forfeitures and earnings thereon totaling \$35,997 and \$57,134, respectively. The Plan may use forfeitures to pay Plan administrative expenses, and/or to reduce future employer discretionary matching and non-elective contributions. During the year ended December 31, 2023, the Plan accumulated forfeitures and earnings thereon totaling \$34,563 and used \$55,700 for Plan expenses.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (US-GAAP).

Use of estimates

The preparation of financial statements in conformity with US-GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment valuation and income recognition

The Plan's investments are reported at fair 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. The Plan's 401(k) Plan Committee determines the Plan's valuation

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 2 – Summary of Significant Accounting Policies (continued)

policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 3 for disclosure of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation 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. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2023 and 2022, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Payment of benefits

Benefits are recorded when paid.

Reclassifications

Certain amounts in the 2022 financial statements have been reclassified to conform to the presentation in the 2023 financial statements. Net assets available for benefits and changes in net assets available for benefits were not impacted.

Note 3 – Investments at Fair Value Measurements

The Plan uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to level 1 inputs and the lowest priority to Level 3 inputs. The hierarchy consists of three broad levels:

Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 3 – Investments at Fair Value Measurements (continued)

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

Level 3 inputs consist of unobservable inputs that are significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There are no plan assets requiring the use of Level 3 inputs for the periods presented and there were no changes in the methodology used to measure fair value at December 31, 2023 and 2022.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the U.S. Securities and Exchange Commission (SEC). The SEC requires mutual funds to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. Mutual funds are valued at Level 1 input.

Common collective trust funds (CCT): The CCT is valued at the NAV of units of a bank collective trust. The NAV, as provided by the custodians, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure the securities liquidations will be carried out in an orderly business manner.

Guaranteed investment contract: Valued at the amount Ghirardelli would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity. The fair value approximates contract value.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 3 – Investments at Fair Value Measurements (continued)

As of December 31, 2023, fair values and input Levels of the Plan investments total as follows:

<u>Class and investment</u>	<u>Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Guaranteed investment contract	\$ 951,544	\$ -	\$ 951,544	\$ -
Mutual funds	<u>9,022,575</u>	<u>9,022,575</u>	<u>-</u>	<u>-</u>
Investments in the fair value hierarchy	<u>\$ 9,974,119</u>	<u>\$ 9,022,575</u>	<u>\$ 951,544</u>	<u>\$ -</u>
Investments in Common Collective Trust Funds (at NAV)*	<u>5,465,271</u>			
Total assets at fair value	<u>\$ 15,439,390</u>			

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2023 and 2022 are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers of investments into or out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2023, there were no transfers of investments into or out Level 3.

As of December 31, 2022, fair values and input Levels of the Plan investments total as follows:

<u>Class and investment</u>	<u>Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Guaranteed investment contract	\$ 924,236	\$ -	\$ 924,236	\$ -
Mutual funds	<u>7,090,271</u>	<u>7,090,271</u>	<u>-</u>	<u>-</u>
Investments in the fair value hierarchy	<u>\$ 8,014,507</u>	<u>\$ 7,090,271</u>	<u>\$ 924,236</u>	<u>\$ -</u>
Investments in Common Collective Trust Funds (at NAV)*	<u>4,575,585</u>			
Total assets at fair value	<u>\$ 12,590,092</u>			

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share have not been classified in the fair value hierarchy.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 3 – Investments at Fair Value Measurements (continued)

The following table summarizes investments for which fair value is measured using the net asset value per share as the practical expedient as of December 31, 2023 and 2022. There are no participant redemption restrictions for these investments; the redemption notice is only applicable to the Plan.

	<u>Fair value</u>	<u>Unfunded</u> <u>commitments</u>	<u>Redemption</u> <u>Frequency (if</u> <u>currently eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
<u>December 31, 2023</u>				
Common collective trust funds	\$ 5,465,271	-	Daily	1 day
<u>December 31, 2022</u>				
Common collective trust funds	\$ 4,575,585	-	Daily	1 day

Note 4 – Group Annuity Contract with Insurance Company

The Plan has entered into a guaranteed investment contract with the Custodian. The Custodian holds participant investments in the guaranteed investment contract and earnings thereon in the general account of the Custodian. The Custodian credits the general account with earnings on the underlying investments and charges for participant withdrawals and administrative expenses. The Custodian is contractually obligated to repay the principal and a specified interest rate that it guarantees to the Plan.

The contract does not meet the fully benefit-responsive investment contract criteria due to participant withdrawal restrictions and therefore is reported at fair value. As of December 31, 2023 and 2022, the fair value of the guaranteed investment contract was not materially different from its contract value. The Plan did not record any reserves against contract value for credit risk of the Custodian or otherwise. When establishing the interest crediting rate for the guaranteed investment contract, the Custodian considers many factors, including current economic and market conditions, the general interest rate environment and earnings of the underlying assets in the entire medium-long term new portfolio of the Custodian compared to the minimum interest crediting rate, as stated in the guaranteed investment contract. The Custodian resets the interest crediting rate quarterly.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 4 – Group Annuity Contract with Insurance Company (continued)

Certain events limit the ability of the Plan to transact at contract value with the Custodian, including complete or partial Plan termination and Ghirardelli events (e.g., spin-off, sale or merger) that materially affect assets in the guaranteed investment contract. The management of the Plan does not believe that any events that would limit the ability of the Plan to transact at contract value with the Custodian are probable of occurring. The guaranteed investment contract does not otherwise permit the Custodian to terminate them before making payments to participants at contract value.

Note 5 – Financial Information Certified by the Custodians

Empower Annuity Insurance Company of America and Empower Trust Company, LLC, the Custodians of the Plan assets, certified all of the investments and notes receivable from participants in the statements of net assets available for benefits as of December 31, 2023 and 2022, the supplemental Schedule H, Line 4(i): Schedule of Assets (Held at End of Year) as of December 31, 2023, and the related investment income and interest on notes receivable from participants in the statement of changes in net assets available for benefits for the year ended December 31, 2023, in accordance with Section 2520.103.5 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA. Independent auditors did not audit the information certified by the Custodians.

Note 6 – Excess Contributions Payable

As of December 31, 2023, the Plan accrued excess participant contributions totaling \$505 refundable to one participant. Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as accounts payable, with a corresponding reduction to contributions. The Plan distributed the 2023 excess contributions prior to March 15, 2024. There were no accrued excess participant contributions as of December 31, 2022.

Note 7 – Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by Ghirardelli. Expenses that are paid by Ghirardelli are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participants' accounts and are included in administrative expenses. Investment related expenses are included in investment income.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 8 – Income Tax Status

Ghirardelli last amended the Plan effective January 1, 2022, and patterned the amended and restated Plan after the “Non-standardized Pre-Approved Profit-Sharing/Money Purchase Plan with CODA” of the Custodians. The Internal Revenue Service (IRS) issued the latest determination letter for the “Non-standardized Pre-Approved Profit-Sharing/Money Purchase Plan with CODA” on November 14, 2022. The favorable determination letter stated that the “Non-standardized Pre-Approved Profit-Sharing/Money Purchase Plan with CODA,” as then designed, complied with the applicable requirements of the IRC. Although Ghirardelli has since amended and restated the Plan, the management and tax counsel of the Plan believe the current design, qualifications and operations of the Plan comply with the applicable requirements of the IRC and the related trust was tax-exempt as of December 31, 2023. Accordingly, Ghirardelli did not include a provision for income taxes.

In addition, management evaluates certain tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the DOL, or IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

Note 9 – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants’ account balances and the amounts reported in the statement of net assets available for benefits. As of December 31, 2023, one investment fund represented approximately 16% of total investments. As of December 31, 2022, two investment funds represented approximately 24% of total investments.

Note 10 – Plan termination

Although it has not expressed any intent to do so, Ghirardelli has the right to discontinue future matching and profit-sharing contributions at any time and to amend or terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 11 – Terminated Participants

As of December 31, 2023 and 2022, participants who were no longer employees of Ghirardelli had \$3,257,154 and \$1,712,974 remaining in their accounts, respectively. Vested balances totaled \$3,110,074 and \$1,618,283, respectively.

Note 12 – Related Party and Party-in-Interest Transactions

The Custodians own, control or sub-advise the mutual fund investments and common collective trust funds. The Custodians invest and secure investments in guaranteed investment contracts in and with the general assets of the Custodian. Such investments and transactions constitute party-in-interest transactions.

The Custodians provide certain administrative services to the Plan pursuant to a Group Annuity Contract. The Custodians may receive revenue from mutual fund service providers for services it provides.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

Note 13 – Form 5500 Reconciliation

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 15,735,461	\$ 12,831,854
Receivables	(1,075)	(3,698)
Payables	<u>13,983</u>	<u>11,284</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 15,748,369</u></u>	<u><u>\$ 12,839,440</u></u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Schedule H of the Form 5500 for the year ended December 31, 2023:

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2023

Note 13 – Form 5500 Reconciliation (continued)

Net increase per the financial statements	\$ 2,903,607
Net change in receivables	2,623
Net change in payables	<u>2,699</u>
Net increase per the Form 5500	<u>\$ 2,908,929</u>

Note 14 – Subsequent events

Management has evaluated subsequent events through October 10, 2024, the date these financial statements were available for issuance. At the recommendation of Ghirardelli's ERISA counsel, Ghirardelli intends to approve a retroactive amendment effective May 1, 2021 through December 31, 2024. The amendment will clarify what are fringe benefits and will include them as part of eligible plan compensation during this period.

Supplemental Schedule

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan
EIN 94-3395064 PN #001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2023

(a)	(b) Identity of issue, borrower, lessor and (c) Description of investment	(d) Cost	(e) Current value
	Empower Annuity Insurance Company		
	Unallocated-fund guaranteed investment contract		
*	Empower Key Guaranteed Portfolio Fund - .90%		\$ 951,544
	Mutual funds		
	American Century Government Bond R5		8,677
	Blackrock Global Allocation K		295,855
	Blackrock Health Sciences Opps Instl		257,181
	Cohen & Steers Realty Shares		168,629
	Delaware Small Cap Core R6		38,709
	DFA US Targeted Value I		189,145
	Fidelity Advisor International Growth Z		112,798
	Franklin Utilities R6		149,905
	Invesco Main Street R6		55,365
	Invesco Core Bond R6		26,809
	Janus Henderson Global Technology I		630,441
	JP Morgan Growth Advantage R6		131,129
	JP Morgan Mid Cap Value R6		252,513
	Metropolitan West Total Return Bond Plan		514,691
	MFS Research International R6		240,037
	Neuberger Berman Strategic Income R6		216,781
	Putnam Large Cap Value R6		436,738
	Vanguard 500 Index Admiral		2,403,120
	Vanguard Mid Cap Index Fund Admiral		525,135
	Vanguard Small Cap Index Admiral		566,700
	Vanguard Total Bond Fund Market Index Admiral		813,519
	Vanguard Total International Stock Index Admiral		676,678
	Virtus Kar Mid-Cap Core I		312,020
	Common collective trust funds		
	Putnam Retirement Advantage Trust 2025 X		322,735
	Putnam Retirement Advantage Trust 2030 X		1,368,322
	Putnam Retirement Advantage Trust 2035 X		835,470
	Putnam Retirement Advantage Trust 2040 X		443,888
	Putnam Retirement Advantage Trust 2045 X		493,407

Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan
EIN 94-3395064 PN #001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2023

(b) Identity of issue, borrower, lessor and (a) (c) Description of investment		(d) Cost	(e) Current value
Putnam Retirement Advantage Trust 2050 X			194,219
Putnam Retirement Advantage Trust 2055 X			141,525
Putnam Retirement Advantage Trust 2060 X			241,116
Putnam Retirement Advantage Trust Maturity X			1,424,589
* Participant loans, 4.25%–9.50%		–	308,979
Total assets held for investment purposes at end of year			<u>\$15,748,369</u>

Column (d) "Cost" is omitted for all participant-directed investments.

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SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan
01-JAN-23 to 31-DEC-23

Page 1 of 2

25-JAN-24 07:58:10

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IPTRX25			287,549.96	322,734.67
IPTRX30			1,175,697.33	1,368,321.91
IPTRX35			695,965.71	835,469.95
IPTRX40			388,854.63	443,887.65
IPTRX45			401,323.30	493,406.81
IPTRX50			170,918.82	194,219.34
IPTRX55			125,601.31	141,525.04
IPTRX60			210,493.73	241,116.14
IPTRXMT			1,300,860.39	1,424,588.70
IMKLOX			298,223.11	295,855.29
IFZAJX			91,707.75	112,797.95
IMRSKX			212,903.43	240,037.27
IVTIAX			647,781.77	676,677.75
ISHSSX			262,621.02	257,181.58
ICSRSX			174,691.68	168,628.79
IFUFRX			159,590.29	149,905.12
IJATIX			525,624.92	630,440.52
IDCZRX			37,744.93	38,709.57
IDFFVX			167,897.91	189,144.94
IVSMAX			507,119.08	566,700.41
IJMVYX			264,560.19	252,512.93
IVIMAX			457,981.87	525,134.64
IVIMCX			250,670.19	312,020.27
IJGVVX			104,821.69	131,129.14
IOMSIK			55,517.69	55,364.89
IPEQSX			411,157.18	436,738.02
IVFIAX			2,020,822.08	2,403,119.80
IABTIX			9,808.47	8,677.44
IMWTSX			541,396.75	514,690.94
INRSIX			214,745.07	216,781.19
IOPBIX			29,577.71	26,809.24
IVBTLX			823,904.81	813,518.62
IKGPF		1.300	885,925.76	915,546.94
			13,914,060.53	15,403,393.46
PARTICIPANT LOANS	VARIOUS	4.250-9.500	308,995.43	308,978.70
FORFEITURES			33,028.13	35,997.00

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SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Ghirardelli Associates, Inc. 401(k) Profit Sharing Plan
01-JAN-23 to 31-DEC-23

Page 2 of 2

25-JAN-24 07:58:10

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

IPTRX25	Putnam Retirement Advantage Trst 2025 X	IPTRX30	Putnam Retirement Advantage Trst 2030 X
IPTRX35	Putnam Retirement Advantage Trst 2035 X	IPTRX40	Putnam Retirement Advantage Trst 2040 X
IPTRX45	Putnam Retirement Advantage Trst 2045 X	IPTRX50	Putnam Retirement Advantage Trst 2050 X
IPTRX55	Putnam Retirement Advantage Trst 2055 X	IPTRX60	Putnam Retirement Advantage Trst 2060 X
IPTRXMT	Putnam Retirement Advantage Trst Mat X	1MKLOX	BlackRock Global Allocation K
IFZAJX	Fidelity Advisor International Growth Z	1MRSKX	MFS Research International R6
IVTIAX	Vanguard Total Intl Stock Index Admiral	1SHSSX	BlackRock Health Sciences Opps Instl
1CSRSX	Cohen & Steers Realty Shares L	1FUFRX	Franklin Utilities R6
1JATIX	Janus Henderson Global Tech Innovation I	1DCZRX	Delaware Small Cap Core R6
1DFFVX	DFA US Targeted Value I	1VSMAX	Vanguard Small Cap Index Adm
1JMVYX	JPMorgan Mid Cap Value R6	1VIMAX	Vanguard Mid Cap Index Fund - Admiral
1VIMCX	Virtus KAR Mid-Cap Core I	1JGVVX	JPMorgan Growth Advantage R6
1OMSIX	Invesco Main Street R6	1PEQSX	Putnam Large Cap Value R6
1VFIAX	Vanguard 500 Index Admiral	1ABTIX	American Century Government Bond R5
1MWT SX	Metropolitan West Total Return Bond Plan	1NRSIX	Neuberger Berman Strategic Income R6
1OPBIX	Invesco Core Bond R6	1VBTLX	Vanguard Total Bond Market Index Admiral
1KGPF	Key Guaranteed Portfolio Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year