SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One):
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended <u>December 31, 2022</u>
OR
TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the transition period from to
Commission file number <u>001-07572</u>
A. Full title of the plan and the address of the plan, if different from that of the issuer named below: <u>PVH</u> <u>Associates Investment Plan For Residents Of The Commonwealth Of Puerto Rico</u>

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: <u>PVH</u> <u>Corp., 285 Madison Avenue, New York, New York 10017</u>

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PVH ASSOCIATES INVESTMENT PLAN FOR RESIDENTS OF THE COMMONWEALTH OF PUERTO RICO

Date: June 21, 2023 By: /s/ Zachary Coughlin

Zachary Coughlin

Member of Plan Committee

ANNUAL REPORT ON FORM 11-K ITEM 4

PVH ASSOCIATES INVESTMENT PLAN FOR RESIDENTS OF THE COMMONWEALTH OF PUERTO RICO

FINANCIAL STATEMENTS

December 31, 2022 and 2021

ANNUAL REPORT ON FORM 11-K ITEM 4

PVH ASSOCIATES INVESTMENT PLAN FOR RESIDENTS OF THE COMMONWEALTH OF PUERTO RICO

TABLE OF CONTENTS December 31, 2022 and 2021

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	1
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedule*	
Form 5500, Schedule H, Part IV, Line 4iSchedule of Assets (Held at End of Year)	13

^{*} Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants of the PVH Associates Investment Plan for Residents of the Commonwealth of Puerto Rico and the Plan Committee for the PVH Pension Plans and the PVH Associates Investment Plans

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of PVH Associates Investment Plan for Residents of the Commonwealth of Puerto Rico (the "Plan") as of December 31, 2022 and 2021, the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes and schedule (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and 2021, and the changes in net assets available for benefits for the year ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The Form 5500 Schedule H, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2022 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information.



In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ WithumSmith+Brown, PC

We have served as the auditor of the Plan since 2022.

Whippany, New Jersey June 21, 2023

PCAOB ID Number 100

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Participant-directed investments, at fair value	\$ 907,598	\$ 1,411,195
Participant-directed investments, at contract value	<u>151,875</u>	<u>268,545</u>
Total investments	<u>1,059,473</u>	<u>1,679,740</u>
Receivables:		
Notes receivable from participants	84,167	56,626
Employer contributions	<u>132</u>	221
Total receivables	<u>84,299</u>	<u>56,847</u>
Total assets	<u>1,143,772</u>	<u>1,736,587</u>
Net assets available for benefits	<u>\$1,143,772</u>	<u>\$ 1,736,587</u>

The accompanying notes are an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2022

	December 31, 2022
Additions	
Investment income:	
Net depreciation in fair value of investments	\$ (271,856)
Interest and dividend income	<u>34,209</u>
Total investment loss	<u>(237,647)</u>
Interest income on notes receivable from participants	2,277_
Contributions:	
Employer, net of forfeitures	21,155
Participants	<u>56,618</u>
Total contributions	<u>77,773</u>
Total additions	(157,597)
Deductions	
Payments to participants	434,966
Administrative expenses	252
Total deductions	435,218
Net decrease in net assets available for benefits	(592,815)
Net assets available for benefits at beginning of year	<u>1,736,587</u>
Net assets available for benefits at end of year	<u>\$1,143,772</u>

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2022 and 2021

1. Description of the Plan

The following description of the PVH Associates Investment Plan for Residents of the Commonwealth of Puerto Rico (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering salaried and hourly retail field workers of PVH Corp. (the "Company") who are residents of the Commonwealth of Puerto Rico, who are at least age 21 or older, have completed the earlier of at least three consecutive months of service and are regularly scheduled to work at least 20 hours per week or have completed at least 500 hours of service during the first 12 months of employment or in any subsequent calendar year. However, a part-time associate is not eligible to receive Company contributions until they complete 1,000 hours of service in a calendar year.

Associates whose principal terms and conditions of employment are subject to the provisions of a collective bargaining agreement which does not provide for active participation in the Plan are excluded. The Plan is subject to the reporting and disclosure requirements of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan is administered by a plan committee ("the Committee") of three employees appointed by the Company.

Trustee and Recordkeeper

The Plan's trustee is Banco Popular. The Plan's directed employee benefit custodian and recordkeeper are Empower Trust Company, LLC (formerly known as Great-West Trust Company), and Empower Retirement, respectively.

Participant Contributions

Participants may contribute up to 75% of eligible annual compensation, as defined by the Plan, limited to \$15,000 per annum for the 2022 and 2021 Plan years by the Puerto Rico Internal Revenue Code ("IRC"). In addition, eligible participants who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions up to \$1,500 for the 2022 and 2021 Plan years. Effective January 1, 2022, participants can make after-tax non-Roth contributions to the Plan, subject to Puerto Rico IRC limits. The Company will not match such after-tax contributions.

NOTES TO FINANCIAL STATEMENTS

Participants are automatically enrolled on the first of the month following the completion of three consecutive months of service with a before-tax base pay contribution rate of 3% unless they affirmatively elect not to participate in the Plan or elect to contribute at a different rate. Contributions for an automatically enrolled participant are invested in the qualified default investment alternative designated by the Plan administrator, until changed by the participant. In addition, each participant who is automatically enrolled in the Plan will be enrolled in the annual automatic increase program at a rate of 1% and capped at 10%.

Employer Contributions

The Company matches 100% of the first 1% of eligible compensation that a participant contributes to the Plan, plus 50% of the next 5% of eligible compensation contributed by the participant. Effective January 1, 2022, the Company will make an additional employer contribution of 3.5% of eligible compensation on behalf of each eligible participant who is hired or rehired by the Company on or after January 1, 2022. The additional employer contribution is intended as a substitute for pension accruals under the Company's pension plan for associates who are residents of the commonwealth of Puerto Rico, which was closed to employees hired or rehired after December 31, 2021.

To ensure that participants receive the maximum Company match under the Plan's contribution provisions, the Company makes an additional "true-up" contribution to all participant accounts who did not receive the full match amount to which they are entitled. True-up contributions are included in employer contributions receivable and are made in the following plan year prior to the Company's tax filing date. The true-up contributions as of December 31, 2022 and 2021 were \$132 and \$221, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and rollovers, the Company's contributions, expenses and an allocation of Plan investment income or losses based on the participant's election of investment options. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions.

Vesting

Amounts attributable to employee contributions and the allocated earnings thereon are immediately vested. Participants become 100% vested in Company contributions and the allocated earnings thereon after two years of service. Upon death, permanent disability, or reaching age 65, participants or their beneficiaries become 100% vested in Company contributions.

NOTES TO FINANCIAL STATEMENTS

Investment Options

Upon enrollment in the Plan, a participant may direct employee and Company contributions into any of the various investment options. A participant may contribute a maximum of 25% of contributions in PVH Corp. common stock.

Notes Receivable from Participants

Participants may borrow from the Plan, with certain restrictions, using their vested account balance as collateral. The minimum loan amount is \$1,000 and the maximum loan amount is the lesser of (i) \$50,000 reduced by the participant's highest outstanding loan balance during the previous 12 months, or (ii) 50% of the vested value of the participant's account. Interest is fixed for the term of the loan at the prime rate plus 1%. Loan repayments are made through payroll deductions, which may be specified for a term of 1 to 5 years or up to 15 years for the purchase of a primary residence. Upon termination of employment, a participant is given 90 days to repay the loan in full or to establish loan repayments through an ACH debit origination before it is considered to be in default. Delinquent loans are considered to be distributions based on the terms of the Plan document. Participant notes receivable are measured as the unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2022 and 2021.

At December 31, 2022, outstanding notes receivable from participants totaled \$84,167, with maturity dates through 2027 at interest rates ranging from 4.25% to 7.25%.

Forfeitures

Contributions made on behalf of non-vested employees who have terminated employment are retained by the Plan and are used to reduce the Company's future matching contributions. In 2022 and 2021, forfeitures of \$1,400 and \$1,438, respectively, were used to reduce the Company's matching contributions. At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$2,625 and \$2,182, respectively.

Payment of Benefits

Participants electing final distributions will receive payment in the form of a lump sum amount or installment payments equal to the value of their vested account unless the participant notifies the Company of their intent to receive all or a portion of their investment balance in PVH Corp. common stock in the form of shares.

NOTES TO FINANCIAL STATEMENTS

Plan Termination

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

2. Significant Accounting Policies Basis of Accounting

The accompanying financial statements of the Plan were prepared using the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

Administrative Expenses

In general, costs and expenses of administering the Plan are paid and absorbed by the Plan or the Company. The Plan's administrative expenses may be paid for through offsets and/or payments associated with one or more of the Plan's investment options. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment management or related fees associated with certain investment fund options are paid by participants.

Investments

Investments are recorded in the accompanying financial statements at fair value, as disclosed in Note 4, except for the investment fund stated at contract value, as disclosed in Note 5. All assets of the Plan are held by the Plan custodian and are segregated from the assets of the Company. Purchases and sales of securities are reflected on a trade-date basis.

NOTES TO FINANCIAL STATEMENTS

Dividend income is recognized on the ex-dividend date. Interest earned on investments is recognized on an accrual basis. Net appreciation (depreciation) in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

3. Party-In-Interest Transactions

Plan assets may be invested in PVH Corp. stock directly. The Company is the Plan sponsor, therefore transactions involving the Company's stock qualify as party-in-interest transactions. During the years ended December 31, 2022 and 2021, the Plan purchased 67 and 44 shares, respectively, and sold 0 and 50 shares of the Company's common stock, respectively. The Plan also received \$136 and \$32 during 2022 and 2021, respectively, from the Company as payment of dividends on its common stock. Certain legal and accounting fees, and administrative expenses relating to the maintenance of participant eligibility records are paid by the company participating in the Plan, and accordingly, are not included in the financial statements of the Plan. Additionally, notes receivable from participants also qualify as exempt party-in-interest transactions.

4. Fair Value Measurements

The FASB defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. The guidance establishes a three level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of the hierarchy are defined as follows:

- Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.
- Level 2 Observable inputs other than quoted prices included in Level 1, including quoted prices for identical assets or liabilities in inactive markets, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally from or corroborated by observable market data.
- Level 3 Unobservable inputs reflecting the Plan's own assumptions about the inputs that market participants would use in pricing the asset or liability based on the best information available.

If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value

NOTES TO FINANCIAL STATEMENTS

measurement of the instrument. There were no transfers between levels in the years ended December 31, 2022 or 2021.

The following tables set forth the financial assets of the Plan by level within the fair value hierarchy, as of December 31, 2022 and 2021:

		Fair Value Measurements at		
		December 31, 2022		
Asset Category	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
PVH Corp. common stock ⁽¹⁾	\$ 66,459	\$ 66,459	\$ -	\$ -
Mutual funds ⁽²⁾	<u>841,139</u>	<u>841,139</u>		_
Total investments measured at fair value	\$ 907,598	<u>\$ 907,598</u>	<u>\$ -</u>	<u>\$ -</u>
		Fair Value Measurements at December 31, 2021		
		Quoted Prices In Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs
Asset Category	Total	(Level 1)	(Level 2)	(Level 3)
PVH Corp. common stock ⁽¹⁾	\$ 93,009	\$ 93,009	\$ -	\$ -
Mutual funds ⁽²⁾	<u>1,318,186</u>	<u>1,318,186</u>	-	
Total investments measured at fair value	<u>\$1,411,195</u>	<u>\$1,411,195</u>	<u>\$ -</u>	<u>\$ -</u>

⁽¹⁾ Valued at the closing price of PVH Corp. common stock as determined by the closing price in the active market in which the securities are traded.

⁽²⁾ Valued at the net asset value of the fund, as determined by the closing price in the active market in which the individual fund is traded.

NOTES TO FINANCIAL STATEMENTS

5. Stable Value Fund

The Plan holds an investment in a Galliard Stable Value Fund (the "Fund") (formerly the Wells Fargo Stable Value Fund U) that meets the fully benefit-responsive investment contract ("FBRIC") criteria and, therefore, is reported at contract value. Contract value is equal to a participant's principal balance plus any accrued interest and is the relevant measure for FBRICs because this is the amount received by participants when they initiate permitted transactions under the terms of the Plan.

The Fund seeks to provide participants with a moderate level of stable income without principal volatility. The Fund invests wholly in Galliard Stable Return Fund Core (formerly Wells Fargo Stable Value Fund G), a collective trust fund sponsored by SEI Trust Company. The value of the Fund is based on the underlying unit value reported by Galliard Stable Value Fund Core, which invests in investment contracts and security-backed investment contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of two parts: the first part is a fixed-income security or portfolio of fixed income securities and the second part is a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor interest crediting rate and the return of fully accrued contract value at maturity.

The yield earned by the Fund at December 31, 2022 and 2021 was 2.52% and 1.90%, respectively. This represents the annualized earnings of all investments in the Fund, including all the earnings recorded at the underlying collective trust fund divided by the fair value of all investments in the Fund at December 31, 2022 and 2021, respectively. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2022 and 2021 was 4.95% and 1.30%, respectively. This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investment in the Fund at December 31, 2022 and 2021, respectively.

Plan participant-initiated withdrawals from the Fund are honored at any time without penalty unless payments are being delayed to all Fund unit holders under certain circumstances, such as credit defaults and impairment of underlying assets and certain Company events such as significant restructuring of operations or large-scale layoffs, which are not probable of occurring. Company-initiated withdrawal from the Fund requires a twelve-month notification period.

NOTES TO FINANCIAL STATEMENTS

6. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's stock. 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 amount reported in the Statements of Net Assets Available for Benefits.

7. Income Tax Status

The Puerto Rico Department of the Treasury has determined and informed the Company by letter dated February 24, 2014 and effective January 1, 2011, that the Plan and related trust is designed in accordance with the applicable sections of the Internal Revenue Code for a New Puerto Rico ("IRC"). Subsequent to this determination by the Treasury, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan obtained a letter dated April 26, 2023, in which the Puerto Rico Department of the Treasury ruled that the amendments did not affect the qualified status of the Plan. The Committee believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the taxing authority. There are no uncertain tax positions taken or expected to be taken by the Plan. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Subsequent Events

The Company has evaluated all subsequent events from the statement of net assets available for plan benefits date through the date the financial statements were issued and no events were noted, except as disclosed in Note 7, which warrant adjustments to, or disclosure in the financial statements.



EIN: 13-1166910 Plan No: 014

PVH ASSOCIATES INVESTMENT PLAN FOR RESIDENTS OF THE COMMONWEALTH OF PUERTO RICO

FORM 5500, SCHEDULE H, Part IV, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

		(c)		
	(b)	Description of investment	(D)	(e)
<u>(a)</u>	Identity of issuer, borrower, lessor or similar party	including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	Current Value
(0)	<u>lessor of similar party</u>	interest, conateral, par or maturity value	<u>C031</u>	value
	Common Stock			
*	PVH Corp.	PVH Corp. Common Stock, 941.484 shares	**	\$ 66,459
	Mutual Funds			
	American Funds	American EuroPacific Growth Fund R5; 446.987 shares	**	21,893
	Dimensional Fund Advisors	DFA U.S. Targeted Value Portfolio Institutional; 485.513 shares	**	13,298
	Dodge & Cox	Dodge & Cox stock fund; 225.966 shares	**	48,743
	Metropolitan West	Metropolitan West Total Return Bond Fund; 4,493.073 shares	**	40,662
	T. Rowe Price	T. Rowe Price Blue Chip Growth Fund; 341.621 shares	**	35,361
	Vanguard	Vanguard Institutional Index Fund; 53.391 shares	**	17,172
	Vanguard	Vanguard Target Retirement 2030; 1,162.118 shares	**	36,456
	Vanguard	Vanguard Target Retirement 2035; 980.974 shares	**	18,982
	Vanguard	Vanguard Target Retirement 2040; 2,961.593 shares	**	100,694
	Vanguard	Vanguard Target Retirement 2045; 9,125.476 shares	**	208,243
	Vanguard	Vanguard Target Retirement 2050; 4,137.332 shares	**	156,391
	Vanguard	Vanguard Target Retirement 2055; 2,694.082 shares	**	113,610
	Vanguard	Vanguard Target Retirement 2060; 324.335 shares	**	12,594
	Vanguard	Vanguard Target Retirement 2065; 150.822 shares	**	3,837
	Vanguard	Vanguard Total Bond Market Index Institutional; 591.869 shares	**	5,611
	Vanguard	Vanguard Total International Stock Index Institutional; 20.898 shares	**	2,329
	William Blair Funds	William Blair Mid Cap Growth I; 203.112 shares	**	5,263
	Stable Value Fund			
	Galliard Capital Management	Galliard Stable Return Fund U; 2,730.575 shares	**	<u>151,875</u>
		Total investments		<u>\$1,059,473</u>
*	Participant Loans	Participant notes receivable; loans maturing at various dates through 2027 and bearing interest at rates ranging from 4.25% to 7.25%	-0-	\$ <u>84,167</u>

^{*} Party-in-interest ** Cost information is not required for participant-directed investments and therefore is not included.

EXHIBIT INDEX

Exhibit No.

23.1 <u>Consent of Independent Registered Public Accounting Firm</u>

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-125694 on Form S-8 of our report dated June 21, 2023, appearing in this Annual Report on Form 11-K of the PVH Associates Investment Plan for Residents of the Commonwealth of Puerto Rico for the year ended December 31, 2022.

/s/ WithumSmith+Brown, PC

Whippany, New Jersey

June 21, 2023