

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(AMENDMENT NO. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-38125

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

81-2560811

(I.R.S. Employer Identification No.)

132 East Putnam Avenue - Floor 2W, Cos Cob, CT

(Address of Principal Executive Offices)

06807

(Zip Code)

855-398-0443

(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Ticker symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.0001 par value per share	CSSE	The Nasdaq Stock Market LLC
9.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.0001 par value per share	CSSEP	The Nasdaq Stock Market LLC
9.50% Notes due 2025	CSSSEN	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

<u>Title of each class</u>	<u>Ticker symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class Z Warrants to purchase Class A Common Stock	CSSEZ	OTC Markets

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit reports.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2022, the aggregate market value of the shares of the registrant's common stock held by non-affiliates was approximately \$110 million.

The number of shares of Common Stock outstanding as of April 29, 2024 totaled 32,388,203 as follows:

Title of Each Class

Class A common stock, \$.0001 par value per share	24,733,697
Class B common stock, \$.0001 par value per share*	7,654,506

*Each share convertible into one share of Class A common stock at the direction of the holder at any time.

Documents Incorporated by Reference

None.

Auditor Name	Rosenfield and Company, PLLC
Auditor Firm ID	5905
Auditor Location	New York, New York

EXPLANATORY NOTE

This Amendment No. 1 (this “*Amendment*”) amends the Annual Report on Form 10-K for the year ended December 31, 2023, of Chicken Soup for the Soul Entertainment, Inc. (“CSSE” or the “Company”) that we filed with the Securities and Exchange Commission (the “SEC”) on April 19, 2024 (the “*Original Filing*”). This Amendment is being filed to amend and restate Items 10, 11, 12, 13, and 14 of Part III of the Form 10-K in their entirety to provide the information we indicated that we would incorporate by reference from our Proxy Statement for the 2024 annual meeting of stockholders in reliance on General Instruction G(3) to Form 10-K. We anticipate that our annual stockholders meeting will be held on or about July 24, 2024 and that the proxy statement for such meeting will be mailed to stockholders on or about June 21, 2024.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), this Amendment revises Item 15 of Part IV to include currently dated certifications by our principal executive officer and principal financial officer as exhibits to this Amendment and updates the Exhibit Index to reflect the inclusion of these certifications.

Other than the items outlined above, this Amendment does not modify or update the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing. This Amendment does not reflect events occurring after the date of the Original Filing or modify or update those disclosures that may be affected by subsequent events. Such subsequent matters are addressed in subsequent reports filed by us with the SEC.

Capitalized terms not defined in this Amendment have the meaning given to them in the Original Filing.

**CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.
FORM 10-K/A FOR THE YEAR ENDED DECEMBER 31, 2021
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FORWARD-LOOKING STATEMENTS

This Amendment, the Annual Report on Form 10-K that it amends, and our other filings under the Securities Exchange Act of 1934, as amended, contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements regarding: our core strategy; operating income and margin; seasonality; liquidity, including cash flows from operations, available funds and access to financing sources; free cash flows; revenues; net income; profitability; stock price volatility; future regulatory changes; pricing changes; the impact of, and the company's response to new accounting standards; action by competitors; user growth; partnerships; user viewing patterns; payment of future dividends; obtaining additional capital, including use of the debt market; future obligations; our content and marketing investments, including investments in original programming; amortization; significance and timing of contractual obligations; tax expense; recognition of unrecognized tax benefits; and realization of deferred tax assets. These forward-looking statements are subject to risks and uncertainties that could cause actual results and events to differ. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included throughout this filing and particularly in Item 1A: "Risk Factors" section set forth in the Annual Report amended hereby. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to revise or publicly release any revision to any such forward-looking statement, except as may otherwise be required by law.

In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "target," "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predicts," "project," "should," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this Amendment are based on current expectations and beliefs concerning future developments and their potential effects on our company and its subsidiaries. There can be no assurance that future developments will be those that have been anticipated. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. You should read this Amendment together with the Annual Report that it amends and the documents we have filed as exhibits to this Annual Report completely and with the understanding our actual future results may be materially different from what we expect, or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Information about Directors and Executive Officers

The following table sets forth the name, age, and position of each of the Company's executive officers and directors:

Name	Age	Position	Audit Committee	Compensation Committee	Nominating & Governance Committee	Technology, Data & Innovation Committee	Strategic Review Committee
William J. Rouhana, Jr.*	71	Chairman of the Board and Chief Executive Officer					
Christopher Mitchell*	54	Chief Financial Officer (Parent) and Director					
Jason Meier	54	Chief Financial Officer					
Elana B. Sofko	56	Chief Strategy Officer					
Amy L. Newmark*	67	Senior Brand Advisor and Director					
Fred M. Cohen	79	Director	✓	✓	✓		✓
Cosmo DeNicola	69	Director	✓			✓	✓
Martin Pompadur	88	Director			✓	✓	✓
Christina Weiss Lurie	64	Director		✓			✓
Diana Wilkin	65	Director	✓	✓		✓	✓
Vikram Somaya	48	Director			✓	✓	✓

*Services provided pursuant to the CSS Management Agreement. See below under “— *Conflicts of Interest — CSS Management Agreement*,” “— *Conflicts of Interest — CSS License Agreement*,” and “— *Conflicts of Interest — CSS Agreements Modification*.”

Each director nominee serves as a current director of the Company and attended at least 75% of all meetings of the Board of directors and each committee on which he or she sat or was eligible to sit in during 2023.

We believe that it is necessary for each of our directors to possess qualities, attributes, and skills that contribute to a diversity of views and perspectives among the directors and enhance the overall effectiveness of the board of directors. As described below under “*Nominating and Governance Committee — Guidelines for Selecting Director Nominees*,” the nominating and governance committee of our Board considers all factors it deems relevant when evaluating prospective candidates or current members of our Board for nomination to our Board, as prescribed in the committee's written charter and established guidelines and the Company's corporate governance guidelines. All of our directors bring to the Board leadership experience derived from past service. They also all bring a diversity of views and perspectives derived from their individual experiences working in a range of industries and occupations, which provide our Board, as a whole, with the skills and expertise that reflect the needs of the Company. The following skills matrix shows the diverse range of experience our current directors provide to our Company:

	Qualification			Experience			
	Executive Leadership	Public Company Director	Audit Committee Financial Expert ⁽¹⁾	Finance	Law	M&A	Media & Entertainment Industry Experience
William J. Rouhana, Jr.	✓			✓	✓	✓	✓
Christopher Mitchell	✓			✓		✓	✓
Amy L. Newmark	✓	✓		✓		✓	✓
Fred M. Cohen	✓					✓	✓
Cosmo DeNicola	✓		✓	✓		✓	✓
Martin Pompadur	✓	✓			✓	✓	✓
Christina Weiss Lurie	✓						✓
Diana Wilkin	✓						✓
Vikram Somaya	✓					✓	✓

(1) Indicates audit committee members who the board has determined meet the criteria of an “Audit Committee Financial Expert” under applicable SEC rules.

Certain individual experiences, qualifications, and skills of our directors that contribute to the board of directors’ effectiveness as a whole are described in the biographies set forth below:

William J. Rouhana, Jr. Mr. Rouhana has been the Company’s Chairman since the formation of the Company’s predecessor in December 2014, has been the Company’s Chief Executive Officer since January 1, 2017 and has been the Chief Executive Officer of each of Chicken Soup for the Soul Holdings, LLC (“CSS Holdings”) and Chicken Soup for the Soul, LLC (“CSS”) since April 2008. Mr. Rouhana has been a leader in the media, entertainment and communications industries for more than 35 years. He was the founder and Chief Executive Officer of Winstar Communications, a wireless broadband pioneer, and Winstar New Media, one of the earliest online video content companies, from 1993 until 2001. During his career, Mr. Rouhana has led the acquisition of numerous media companies including Virgin Vision, a Virgin Group worldwide film distribution venture, in the 1980s. As an entertainment and finance lawyer from 1977 to 1985, he developed new film financing models for major producers such as Blake Edwards. He received his B.A. from Colby College, where he is currently trustee emeritus, and his J.D. from Georgetown Law School. He is the co-founder of The Humpty Dumpty Institute, which created the International Film Exchange, and the Chairman of the Global Creative Forum, which connects the United Nations with major film and television executives and talent. Among other qualifications, Mr. Rouhana brings to the Board extensive executive leadership in the communications, media and entertainment industries including production and distribution of content, and broad experience in business financings and acquisitions. Mr. Rouhana is the husband of Amy Newmark, a member of the Board.

Christopher Mitchell. Mr. Mitchell has served as the Chief Financial Officer of CSS, our parent, since January 1, 2019. He also served as the Company’s Chief Financial Officer from January 1, 2019 through November 2022. He has more than 25 years of experience managing and financing businesses and providing financial and strategic advice to senior management teams. Mr. Mitchell was elected to our board of directors at the June 10, 2021, meeting of stockholders. Since May 2013, he has been a member of the executive leadership team and an Executive Vice President at CSS, and the Chief Executive Officer of Chicken Soup for the Pet Lover’s Soul LLC, a subsidiary of CSS. From 2009 to 2013, he was the Chief Executive Officer and founder of TMG Partners, a specialized private capital investment firm focused on enterprising consumer goods and media companies. From 2004 to 2009, Mr. Mitchell was a senior founding member of a proprietary investment fund at Bank of America Merrill Lynch focused on making direct private investments into mostly consumer goods and media companies, including an investment in CSS, and from 1993 to 2003, he was a member of the Leveraged Finance team at Bank of America Merrill Lynch. During his career, Mr. Mitchell has led or assisted 59 transactions totaling more than \$17 billion, including financings for subscription based or ad supported media businesses such as Bloomberg, Inc., QwestDex, Inc., Radio One, Inc., Block Communications, Gray Television, Inc., and Entercom Radio, LLC and consumer goods companies such as Del Monte, S&W Fine Foods, Contadina, College Inn, StarKist, Sun Fresh, Orchard Select, Kibbles ‘n Bits, C&H Sugar, Bell Sports and Accessory Network (leading accessories designer and manufacturer for Calvin Klein, Karl Lagerfeld, Tahari and Izod). Mr. Mitchell received his B.S. in Finance and B.S. in Management from Virginia Tech and studied International Law and Finance at the London School of Economics and Political Science.

Jason Meier. Mr. Meier has been our Chief Financial Officer since November 2022. Prior to becoming our Chief Financial Officer, Mr. Meier had served as our Executive Vice President, Finance, and Chief Accounting Officer since joining our company in September 2021. Mr. Meier has extensive experience in operational finance and controllership roles, in both private joint ventures and publicly traded companies. From April 2017 to March 2020, Mr. Meier was an Executive Vice President and Chief Financial Officer of EPIX, a division of Metro-Goldwyn-Mayer and provider of digital media subscription premium pay television. Mr. Meier served as Senior Vice President and Worldwide Controller for Viacom Media Networks, the US-based mass media division of Viacom Inc. (“Viacom”), from 2014 to 2015. From 2012 to 2014, he served as a Vice President and Controller of Viacom International Media Networks, Viacom’s international division, and from 2012 to 2014, he served as Vice President and Deputy Controller of MTV Networks and Acting CFO of MTC Games, each a division of Viacom. From 2009 to 2011, Mr. Meier served as VP Accounting Services and External Reporting for Viacom. Prior to this, Mr. Meier was a Senior Manager with PricewaterhouseCoopers LLP and held various roles from 1993 to 1998 and resumed his position from 2000 to 2007, after serving at the U.S. Securities and Exchange Commission from 1998 to 2000. Mr. Meier is a CPA and received his BS degree from Cornell University and his MBA from Columbia University.

Elana B. Sofko. Ms. Sofko became the Company’s Chief Strategy Officer on May 1, 2021. Prior to that, she served as the Company’s Chief Operating Officer since November 2017 and as Senior Vice President of Business Development and Distribution for the Company since November 2016. Ms. Sofko brings more than two decades of media and entertainment experience to the Company. From January 2013 to August 2016, Ms. Sofko led digital business growth initiatives for WWE, a leading entertainment company, including WWE’s localization of digital products and supported the launch and led international expansion of WWE Network, a subscription-based video on demand service. From 2011 to December 2012, she led a technology innovation development program at ESPN and prior to that, from 2007 to 2011, headed global content strategy for Nokia’s mobile app storefront. From 2003 to 2007, Ms. Sofko launched digital businesses for A&E Television Networks. From 1997 to 2003, Ms. Sofko worked on the launch of satellite radio as part of the start-up team at SiriusXM. From 1991 to 1997, Ms. Sofko built and launched commercial background music services for News Corp. She received her B.A. from the State University of New York at Albany and an M.B.A. from the University of Connecticut.

Amy L. Newmark. Ms. Newmark has been a member of the Board since the Company’s formation in May 2016. She has more than 30 years of media and telecommunications industry and investment banking experience. Ms. Newmark has been the Publisher, Editor-in-Chief, and an author for CSS since April 2008 and has co-authored the publication of more than 175 books under the brand during her tenure. Ms. Newmark also serves as our Senior Brand Advisor. Ms. Newmark founded and managed a successful hedge fund for five years. Prior to that she was a Managing Director at CJ Lawrence and was a top-ranked telecom analyst during her tenure. She received her A.B. from Harvard University and is a Chartered Financial Analyst. Among other qualifications, Ms. Newmark brings to the Board important financing experience, content publications expertise and an intimate knowledge of the Chicken Soup for the Soul brand and related operations. Ms. Newmark is the wife of Mr. Rouhana, the Company’s Chairman and Chief Executive Officer.

Fred M. Cohen. Mr. Cohen has been a member of the Board since June 2016. He has more than 35 years of media and entertainment experience. Since 2004, he has been the Chairman of the International Academy of Television Arts & Sciences (Emmys), and, since 2000, the Chairman of its Foundation. Previously, he was the Executive Vice President of CBS Broadcast International, the President of King World International Productions, advisor to Harpo Productions on the international distribution of its television properties including The Oprah Winfrey Show and Dr. Oz. He is Chair Emeritus of PCI — Media Impact, a New York based international NGO (non-governmental organization). He received his B.A. from The University of Michigan and his M.S. from Stanford University. Among other qualifications, Mr. Cohen brings to the Board extensive executive and operational experience in the media and entertainment industries, including the international segments of such industries.

Cosmo DeNicola. Mr. DeNicola has been a member of the Board since June 2019. Mr. DeNicola is the founder of the Cosmo DeNicola Companies, a portfolio company that holds a diverse range of businesses in the healthcare, technology, publishing, professional sports, and entertainment industries. He is the founder of Amtech Software and Futura Services Inc., and a co-founder of InfoLogix Inc., LogisStar Solutions and Pursuit Healthcare Advisors. Mr. DeNicola received Ernst & Young’s Philadelphia Region Entrepreneur of the Year Award in 2018 and was honored by the Fox School of Business as one of 100 world-wide entrepreneurs and visionaries who have helped shape Fox Business School and the business world. Mr. DeNicola received his B.A. from Temple University. Among other qualifications, Mr. DeNicola brings to the Board extensive executive and entrepreneurial experience.

Martin Pompadur. Mr. Pompadur has been a member of the Board since June 2019. Mr. Pompadur has over 50 years of experience in the media and entertainment industry. He joined American Broadcasting Company in 1960 and became the youngest person ever appointed to ABC, Inc.’s Board of Directors. He is currently on the board of Nexstar Media Group, Inc., and has previously served on the boards of IMAX Corporation, ABC Inc., Ziff Corporation, News Corporation Europe, Sky Italia, News Out of Home, BSkyB, and Metromedia International Group. Mr. Pompadur received his B.A. from Williams College and an L.L.B. from University of Michigan Law School. Among other qualifications, Mr. Pompadur brings to the board extensive executive and operational experience in the media and entertainment industries.

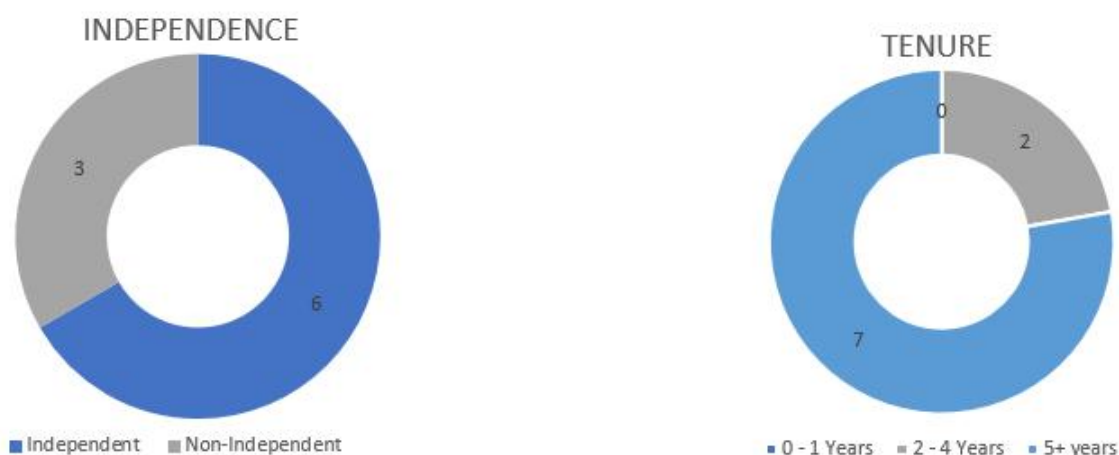
Christina Weiss Lurie. Ms. Weiss Lurie has been a member of the Board since June 2016. Her multi-faceted career spans the worlds of sports, entertainment and philanthropy. She is a minority owner of the Philadelphia Eagles and President of Eagles Charitable Foundation (formerly Eagles Youth Partnership). She is also an Oscar award-winning film producer. As executive producer, Ms. Weiss Lurie received an Oscar for Inside Job (2011), which tackles the consequences of systematic corruption of the U.S. by the financial services industry, and Inocente (2013), which features the struggles of a homeless, undocumented teen. She is the co-founder of multiple independent film companies, including Tango Pictures and Fourth and Twenty Eight Films. She was born and raised in Mexico and is also a noted philanthropist. Under her leadership, the Philadelphia Eagles earned the coveted 2011 Beyond Sport Team of the Year award for their work in the community and for trailblazing environmental programs in professional sports. She received her B.A. from Yale University. Among other qualifications, Ms. Weiss Lurie brings to the Board extensive content production experience and broad management skills.

Diana Wilkin. Ms. Wilkin has been a member of the Board since June 2016. She has over 20 years of experience in the media industry. Since January 2017, Ms. Wilkin has been the President of Broadcast of Share Rocket, a social media measurement company. She has been Managing Director of Twelve 24 Media, a broadcast and media consulting firm, since February 2014. Formerly she served as President of CBS Affiliate Relations from 2008 to December 2013, where she was responsible for network agreements with all major broadcast groups' television stations. From 2000 to 2008, she was involved in the management of both CBS and FOX affiliates as Vice President, General Manager in numerous markets. She received her B.S. from the University of Southern California. Among other qualifications, Ms. Wilkin brings to the Board, extensive management and operational experience in the media and entertainment industries, particularly in the television broadcasting industry.

Vikram Somaya. Mr. Somaya has been a member of the Board since October 2021. He currently serves as Chief Data and Analytics Officer at PepsiCo. and brings to Chicken Soup for the Soul Entertainment's board an extensive knowledge of new technologies, digital media, data analytics, corporate strategies, consumer behaviors, distribution and new advertising platforms. Prior to joining PepsiCo in 2019, Mr. Somaya served in various leadership roles at data-driven organizations. Previously, Mr. Somaya served as EVP, Chief Data Officer at Nielson; SVP, Global Data Officer and Ad Platforms at ESPN; General Manager of AdFX and Analytics at The Weather Company; and the VP of Global Operations and Audience at Thomson Reuters.

Board Composition

Effective as of the Annual Meeting, assuming election of the director nominees set forth in this proxy statement, our board composition will be as follows:



Board Diversity Matrix (As of April 29, 2024)

Board Size:			
Total Number of Directors	9		
	Female	Male	Did Not Disclose Gender
Gender Identity			
Directors	2	6	1
Demographic Background			
Asian	0	1	0
White	2	5	0
Did Not Disclose Demographic Background		1	

Family Relationships

William J. Rouhana, Jr., the Company's Chairman and Chief Executive Officer, is the husband of Amy Newmark, a member of the Board.

Leadership Structure

William J. Rouhana, Jr. serves as Chairman and Chief Executive Officer. The Company does not believe that its size or the complexity of its operations warrants a separation of the Chairman and Chief Executive Officer functions. Furthermore, the Company believes that combining the roles of Chairman and Chief Executive Officer promotes leadership and direction for executive management, as well as allowing for a single, clear focus for the chain of command. Mr. Rouhana is one of the Company's founders and has substantial experience in the Company's industry. The Company believes that he is uniquely qualified through his experience and expertise to be the person who generally sets the agenda for, and leads discussions of, issues relating to the implementation of the Company's strategic plan. While the Board does not have a lead independent director, the independent directors meet in executive session regularly without the presence of management.

Conflicts of Interest

Our certificate of incorporation provides that:

- we renounce any interest or expectancy in, or being offered an opportunity to participate in, any business opportunities that are presented to us or our officers, directors or stockholders or affiliates thereof, including but not limited to, CSS Productions, LLC ("CSS Productions") and its affiliates; and
- our officers and employees will not be liable to our company or our stockholders for monetary damages for breach of any fiduciary duty by reason of any activities of us or any of the CSS Companies to the fullest extent permitted by Delaware law.

CSS License Agreement

We have entered into agreements with our affiliated companies which provide us with access to important assets and resources. This include a trademark and intellectual property license agreement ("CSS License Agreement") through which we have been granted a perpetual, exclusive, worldwide license to produce and distribute video content using the brand and related content, such as stories published in the Chicken Soup for the Soul books. Pursuant to the CSS License Agreement, the CSS Companies have agreed not to produce and distribute video content. Accordingly, if any of our executive officers or directors becomes aware of a non-video content opportunity which is suitable for an entity to which he or she has current fiduciary or contractual obligations, he or she will be entitled to present those opportunities to the CSS Companies prior to presenting them to us. Beginning in August 2022, under the terms of the HPS Credit Facility, the 5% license fee as it relates to Redbox's net revenues is applied only to certain limited revenue categories. For the years ended December 31, 2023 and 2022, we recorded \$9.2 million and \$9.2 million, respectively, of license fee expense under this agreement. We believe that the terms and conditions of the CSS License Agreement, which provides us with the rights to use the trademark and intellectual property in connection with our video content, are more favorable to us than any similar agreement we could have negotiated with an independent third party.

CSS Management Agreement

We have a management services agreement (the “CSS Management Agreement”) pursuant to which we pay our parent company, Chicken Soup for the Soul, LLC, a management fee equal to 5% of our net revenue. Under the terms of the CSS Management Agreement, we are provided with the broad operational expertise of CSS and its subsidiaries and personnel, including the services of our chairman and chief executive officer, Mr. Rouhana, Ms. Newmark, and Mr. Mitchell our chief financial officer through November 14, 2022 and continues to the chief financial officer of CSS. The CSS Management Agreement also provides for services, such as accounting, legal, marketing, management, data access and back-office systems, and provides us with office space and equipment usage. On August 1, 2019, we entered into an amendment to the CSS Management Agreement which removed our obligation to pay sales commissions to CSS in connection with sponsorships for our video content or other revenue generating transactions arranged by CSS or its affiliates. On March 15, 2021, we entered into a further amendment to the CSS Management Agreement which clarified that the term of the CSS Management Agreement shall continue on a month-to-month basis until terminated by either party thereto. Beginning in August 2022, under the terms of the HPS Credit Facility, the 5% management fee as it relates to Redbox’s net revenues is applied to certain limited revenue categories. For the years ended December 31, 2023 and 2022, we recorded \$9.2 million and \$9.2 million, respectively, of management fee expense under this agreement. We believe that the terms and conditions of the CSS Management Agreement, as amended, are more favorable and cost effective to us than if we hired the full staff to operate the Company.

CSS Agreements Modification

In March of 2023, the Company entered into a modification of the CSS Management Agreement and CSS License Agreement pursuant to which (a) \$3.45 million of the aggregate fees under the CSS Management Agreement and CSS License Agreement that have been earned by CSS in the first quarter of 2023 and (b) 25% (or \$12.75 million) of the next \$51 million of such fees that will be earned by CSS after April 1, 2023 shall be paid through the issuance by our Company of shares of our Class A common stock. The Company has issued an aggregate of 2,025,927 shares of Class A common stock to CSS under the modification as of December 31, 2023. The shares that shall become issuable in the future under clause (b) shall be issued each fiscal quarter as such fees are earned at a fixed price of \$3.05 per share. As of December 31, 2023, \$6.2 million of accrued and payable management and license fees have been satisfied through the issuance to CSS shares of Class A common stock, and an aggregate of \$6.6 million of future management and license fees will be offset by the issuance of Class A common stock to CSS in the periods after December 31, 2023.

Independence of Directors

The Company’s Class A common stock, 9.75% Series A Cumulative Redeemable Perpetual Preferred Stock, and its 9.50% Notes due 2025 are each listed on the Global Market of The Nasdaq Stock Market (“Nasdaq”) and the Company adheres to the Nasdaq listing standards in determining whether a director is independent. The Board consults with its counsel to ensure that its determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors.

Nasdaq requires that a majority of the Board must be composed of “independent directors,” which is defined generally as a person other than an officer of a Company, who does not have a relationship with the Company that would interfere with the director’s exercise of independent judgment in carrying out the responsibilities of a director. Consistent with these considerations, the Company has determined that each of Messrs. DeNicola, Pompadur, Somaya, and Cohen, and each of Mses. Wilkin and Weiss Lurie is an independent director.

Board Role in Risk Oversight

The Board’s primary function is one of oversight. The Board as a whole works with the Company’s management team to promote and cultivate a corporate environment that incorporates enterprise-wide risk management into strategy and operations. Management periodically reports to the Board about the identification, assessment and management of critical risks and management’s risk mitigation strategies.

Each committee of the Board is responsible for the evaluation of elements of risk management based on the committee’s expertise and applicable regulatory requirements. In evaluating risk, the Board and its committees consider whether the Company’s programs adequately identify material risks in a timely manner and implement appropriately responsive risk management strategies throughout the organization. The audit committee focuses on assessing and mitigating financial risk, including risk related to internal controls, and receives at least quarterly reports from management on identified risk areas. In setting compensation, the compensation committee strives to create incentives that encourage behavior consistent with the Company’s business strategy, without encouraging undue risk-taking. The nominating and governance committee considers areas of potential risk within corporate governance and compliance, such as management succession. Each of the committees reports to the Board as a whole as to their findings with respect to the risks they are charged with assessing.

Board Meetings and Committees

During the fiscal year ended December 31, 2023, the Board met ten times and acted by written consent thirteen times. All of the Company’s directors attended all of the meetings of the Board and committees on which they served. The directors are encouraged to attend meetings of stockholders, if they are able, and all of our directors attended the 2023 annual meeting of stockholders.

The Board has four separately standing committees: the audit committee, the compensation committee, the nominating and governance committee, and the technology, data and innovations committee. Each committee is composed entirely of independent directors as determined in accordance with the rules of Nasdaq for directors generally, and where applicable, with the rules of Nasdaq for such committee. In addition, each committee has a written charter, a copy of which is available free of charge on the Company’s website at <http://ir.cssentertainment.com>. In the first quarter of 2024, the Board created an independent directors committee to evaluate strategic alternatives for the Company, which may include, among other options, potential mergers, acquisitions, divestitures or other significant corporate transactions.

Audit Committee

The audit committee consists of Mr. DeNicola (committee chairman), Mr. Cohen, and Ms. Wilkin, each of whom is “independent” as defined in Rule 10A-3 of the Exchange Act and the Nasdaq listing standards. During the fiscal year ended December 31, 2023, the audit committee met five times.

The audit committee’s duties, which are specified in the audit committee charter, include, but are not limited to:

- reviewing and discussing with management and the independent registered public accounting firm the annual audited financial statements, and recommending to the Board whether the audited financial statements should be included in the Company’s annual reports;
- discussing with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements;
- discussing with management major risk assessment and risk management policies;
- monitoring the independence of the independent registered public accounting firm;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
- reviewing and approving all related-party transactions;
- inquiring and discussing with management the Company’s compliance with applicable laws and regulations;
- pre-approving all audit services and permitted non-audit services to be performed by the Company’s independent registered public accounting firm, including the fees and terms of the services to be performed;
- appointing or replacing the independent registered public accounting firm;
- determining the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; and
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or reports which raise material issues regarding the Company’s financial statements or accounting policies.

Financial Experts on Audit Committee

The audit committee will at all times be composed exclusively of “independent directors” who are “financially literate” as defined under the Nasdaq listing standards. The definition of “financially literate” generally means being able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. The Board has determined that each of Messrs. DeNicola and Cohen, and Ms. Wilkin are independent directors and are financially literate.

Additionally, we must annually certify to Nasdaq that the audit committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual’s financial sophistication. The Board has determined that Mr. DeNicola qualifies as an “audit committee financial expert,” as defined under rules and regulations of the SEC.

Report of the Audit Committee

The audit committee reviewed and discussed the Company’s audited financial statements for year ended December 31, 2023 with management, as well as with the Company’s independent registered public accounting firm. The audit committee discussed with the independent registered public accounting firm the matters required to be discussed by the statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board (“PCAOB”) in Rule 3200T, as well as various accounting issues relating to presentation of certain items in the Company’s financial statements and compliance with Section 10A of the Securities Exchange Act of 1934, as amended. The audit committee received the written disclosures and letter from the independent registered public accounting firm required by the applicable requirements of the PCAOB regarding such firm’s communications with the audit committee concerning independence, and the audit committee discussed with such firm its independence.

Based upon the review and discussions referred to above, the audit committee recommended that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee:

*Cosmo DeNicola (Chairman)
Fred M. Cohen
Diana Wilkin*

Compensation Committee

The compensation committee consists of Ms. Weiss Lurie (committee chairwoman), Ms. Wilkin, and Mr. Cohen, each of whom is an independent director. During the fiscal year ended December 31, 2023, the compensation committee met once.

The compensation committee's duties, which are specified in the Company's compensation committee charter, include, but are not limited to:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to the Chief Executive Officer's compensation (if any), evaluating the Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of the Chief Executive Officer based on such evaluation;
- reviewing and approving the compensation of all of the other executive officers (including through the Company's management services agreements);
- reviewing the terms of the CSS Management Agreement as further described below under "*Certain Relationships and Related Transactions — Affiliate Resources and Obligations — CSS Management Agreement*,"
- reviewing the Company's executive compensation policies and plans;
- implementing and administering the Company's equity-based incentive compensation plans, determining who participates in the plans, establishing performance goals, if any, and determining specific grants and bonuses to the participants;
- assisting management in complying with the Company's proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees;
- if required, producing a report on executive compensation to be included in the Company's annual proxy statement; and
- reviewing, evaluating and recommending changes to non-executive director compensation. The compensation committee makes all decisions regarding executive officer compensation.

The compensation committee periodically reviews the elements of compensation for the executive officers, including annual base salary, annual incentive bonus, and equity compensation, and advises the Board whether executive compensation is properly aligned with measures of shareholder value. The compensation committee also periodically reviews the terms of employment agreements with the executive officers, including in connection with any new hire or the expiration of any existing employment agreements. The compensation committee will consider the recommendations of the Chief Executive Officer when determining compensation for other executive officers of the Company. Executive officers do not determine any element or component of their own pay package or total compensation amount.

The compensation committee also reviews and approves the Company's compensation plans, policies and programs and administers the Company's equity incentive plans. In addition, the Chief Executive Officer, the Chief Financial Officer, and other members of management make recommendations to the compensation committee with regard to overall pay strategy for all employees, including program designs, annual incentive design, and long-term incentive plan design. Management from time to time provides the compensation committee with market information and relevant data analysis as requested.

The compensation committee retains sole authority to engage compensation consultants, including determining the nature and scope of services and approving the amount of compensation for those services, and legal counsel or other advisors. The compensation committee assesses the independence of any consultants pursuant to the rules and regulations of the Securities and Exchange Commission and the listing standards of Nasdaq. The Company will provide for appropriate funding, as determined by the compensation committee, for payment of any such investigations or studies and the compensation to any consulting firm, legal counsel or other advisors retained by the compensation committee.

Nominating and Governance Committee

The nominating and governance committee consists of Mr. Cohen (committee chairman),

Mr. Pompadur, and Vikram Somaya, each of whom is an independent director under the Nasdaq listing standards. The nominating and governance committee is responsible for overseeing the selection of persons to be nominated to serve on the Board. During the fiscal year ended December 31, 2023, the nominating and governance committees met once.

The nominating and governance committee's duties, which are specified in the Company's nominating and governance committee charter, include, but are not limited to:

- Developing the criteria and qualifications for membership on the Board;
- Recruiting, reviewing and nominating candidates for election to the Board or to fill vacancies on the Board;
- Periodically reviewing our company's corporate governance policies and recommending to the Board modifications to the policies as appropriate, including changes necessary to satisfy any applicable requirements of the NASDAQ, the SEC, and any other legal or regulatory requirements; and
- Reviewing the Company's policies and programs concerning corporate social responsibility, including environmental, social, diversity, and governance matters.

Guidelines for Selecting Director Nominees

The nominating and governance committee will consider persons identified by its members, management, stockholders, investment bankers and others. The guidelines for selecting nominees, which are specified in the nominating and governance committee charter, generally provide that persons to be nominated:

- should have demonstrated significant achievements in business, education, or public service;
- should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives, and backgrounds to its deliberations; and
- should have the highest ethical standards, a strong sense of professionalism, and intense dedication to serving the interests of the stockholders.

The nominating and governance committee will consider a number of qualifications relating to management and leadership experience, background, and integrity and professionalism in evaluating a person's candidacy for membership on the Board. The nominating and governance committee may require certain skills or attributes, such as financial or accounting experience, to meet specific Board needs that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of board members. Although the Board does not have specific guidelines on diversity, it is one of many criteria considered by the nominating and governance committee when evaluating candidates. The nominating and governance committee does not distinguish among nominees recommended by stockholders and other people.

Procedure for Stockholders to Recommend Director Candidates

The nominating and governance committee does not have a written policy or formal procedural requirements for stockholders to submit recommendations for director nominations. However, the nominating and governance committee will consider recommendations from stockholders. Stockholders should communicate nominee suggestions directly to the nominating and governance committee and accompany the recommendation with biographical details and a statement of support for the nominee. The suggested nominee must also provide a statement of consent to being considered for nomination. There have been no material changes to the procedures by which security holders may recommend nominees to the Board.

Technology, Data and Innovation Committee

The technology, data and innovation committee consists of Mr. Vikram Somaya (committee chairman), Mr. DeNicola, Ms. Wilkin and Mr. Pompadur. The technology, data and innovation committee was formed in April 2022 and met once during 2023.

Our technology, data and innovation committee is responsible for assisting our board in overseeing and supporting the actions being taken by management in relation to technology and innovation. The technology, data and innovation committee will focus on key strategic issues in relation to our technology backbone and help our board and company in related areas, including:

- the development of existing technology, architecture, and processes to enhance the customer experience and maintain the health and resilience of our IT systems;
- adoption and implementation of new and future data and technology capabilities;
- acquisition, innovations, partnerships, and joint ventures that can improve our technology or data capabilities;
- consideration and implementation of strategies, policies and technologies that can enhance data security; and
- evaluation of key threats and opportunities resulting from new business models and disruptive technologies.

Strategic Review Committee

The strategic review committee consists of our independent directors including Fred M. Cohen, Cosmo DeNicola, Martin Pompadur, Vikram Somaya, Christina Weiss Lurie, and Diana Wilkin. The strategic review committee was formed in first quarter of January 2024.

Our board of directors formed an independent directors committee to evaluate, among other items, our strategic alternatives, which may include, among other options, potential mergers, acquisitions, divestitures, or other significant corporate transactions.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the SEC. Based solely upon a review of such forms and written representations received by the Company from certain reporting persons, we believe that during the year ended December 31, 2023 all Section 16(a) filing requirements were complied with in a timely manner.

Code of Ethics

In August 2017, the Company adopted a code of ethics that applies to all of its respective executive officers, directors and employees. The code of ethics codifies the business and ethical principles that govern all aspects of the Company's business. This code of ethics is posted on the Company's corporate website at <http://ir.cssentertainment.com>. In addition, the Company intends to post on its website disclosures that are required by law concerning any amendments to, or waivers from, any provision of the Company's code of ethics.

Stockholder Communications

Stockholders may contact the Board or individual members of the Board by writing to them in care of the Secretary, Chicken Soup for the Soul Entertainment Inc., P.O. Box 700, Cos Cob, Connecticut 06807. The Secretary will forward all correspondence received to the Board or the applicable director from time to time. This procedure was approved by the Company's independent directors.

Director Compensation

Each of the Company's independent Directors receives annual director fees totaling \$85,000 per year in two equal semi-annual installments, payable 50% in cash and 50% in shares of Class A common Stock. Certain Directors, at their option, elected to take some compensation in stock awards instead cash.

The following table sets forth compensation earned by each independent Director who are not named executive officers and served during the year ended December 31, 2023.

Name	Fees Earned or		Total (\$)
	Paid in Cash (\$) ⁽¹⁾	Stock Awards ⁽²⁾	
Fred M. Cohen	42,500	42,500	85,000
Christina Weiss Lurie	42,500	42,500	85,000
Diana Wilkin	42,500	42,500	85,000
Cosmo DeNicola	21,250	63,750	85,000
Martin Pompadur	21,250	63,750	85,000
Vikram Somaya	42,500	42,500	85,000

(1) Represents the cash portion of annual director fees.

(2) Represents the fair value of the share awards for the year ended December 31, 2023, calculated in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. These amounts do not necessarily correspond to the actual value that may be realized by the board member. The assumptions made in valuing the share awards reported in this column are discussed in the Company's audited financial statements in its Annual Report on Form 10-K for the year ended December 31, 2023, including in Note 2, *Summary of Significant Accounting Policies — Share-Based Compensation*, and Note 6, *Share-Based Compensation*.

There were no outstanding stock options held by the Company's non-executive directors as of December 31, 2023.

ITEM 11. Executive Compensation

Compensation Objectives

Our compensation program is designed to attract, retain, and motivate highly qualified executive officers and to establish an appropriate relationship between executive compensation and the creation of stockholder value.

Summary Compensation Table

The following table sets forth the compensation paid to or earned by each of our Chief Executive Officer, Chief Financial Officer, and our next highest paid executive officer of our company (including subsidiaries) ("Named Executive Officers") for each of the fiscal years ended December 31, 2023 and 2022.

Name and Position	Year	Salary(\$)	Bonus (\$)	Stock		All Other	Total (\$)
				Awards (\$) ⁽²⁾			
William J. Rouhana, Jr. <i>Chief Executive Officer</i>	(1)	2023	375,000	—	—	34,727	409,727
		2022	375,000	—	—	10,856	385,856
Christopher Mitchell <i>Chief Financial Officer</i>	(1)(3)	2022	400,962	160,385	—	35,264	596,611
Jason Meier <i>Chief Financial Officer</i>	(3)	2023	475,000	—	—	10,800	485,800
		2022	366,539	96,766	—	30,571	493,876
Galen Smith <i>Executive Vice Chairman</i>	(4)	2022	311,233	960,000	739,211	2,841,909	4,852,353
Elana B. Sofko <i>Chief Strategy Officer</i>		2023	600,000	—	—	10,800	610,800

- (1) Represents the allocable portion (based on business time allocated to CSSE) of salary and bonus, medical care, vision, and long-term disability coverage premiums that is paid by our parent company to the listed executive officers. These amounts are not paid separately by CSSE; they are covered by payments CSSE makes under the CSS Management Agreement. The services of Messrs. Rouhana and Mitchell are provided to our company under the CSS Management Agreement.
- (2) The amounts reported in the “Stock Awards” column reflect the fair value of stock options for the year ended December 31, 2023, calculated in accordance with ASC Topic 718. These amounts do not necessarily correspond to the actual value that may be realized by the named executive officers. The assumptions made in valuing the stock option awards reported in this column are discussed in the Company’s audited financial statements in its Annual Report on Form 10-K for the year ended December 31, 2023, including in Note 2, *Summary of Significant Accounting Policies — Share-Based Compensation*, and Note 6, *Share-Based Compensation*. Mr. Smith’s stock awards represents the value of CSSE class A common stock issued to him as a result of his Redbox restricted stock units being accelerated and exchanged in conjunction with the acquisition.
- (3) Mr. Mitchell was the Chief Financial Officer of CSSE from January 1, 2022 through November 14, 2022, after which time, he continues to be the Chief Financial Officer of CSS, our parent company, and a Director of CSSE. On November 15, 2022, Mr. Meier was named the Chief Financial Officer of our company.
- (4) The amounts reported for Messr. Smith relate to the period after the acquisition of Redbox on August 11, 2022. In December 2022, Mr. Smith tendered his resignation triggering his contractual severance benefits of approximately \$2.8 million.

Compensation Arrangements for Named Executive Officers

William J. Rouhana, Jr., and Christopher Mitchell — CSS Management Agreement

The Company entered into the CSS Management Agreement with our parent company, CSS, on May 12, 2016. Under the terms of the CSS Management Agreement, we are provided with the broad operational expertise of the CSS companies’ personnel, including our company’s chairman and chief executive officer, senior brand advisor and director, and parent chief financial officer. CSS also provides us with numerous other services under the CSS Management Agreement, including accounting, legal, marketing, social media support, management, data access and back office systems, as well as office space and equipment usage. The terms of the CSS Management Agreement and payments made by the Company to date thereunder are described under “*Certain Relationships and Related Transactions — Affiliate Resources and Obligations — CSS Management Agreement.*”

Jason Meier

Mr. Meier became our Chief Financial Officer on November 15, 2022. Prior to this, he was our Chief Accounting Officer since September 2021. As the Chief Financial Officer, Mr. Meier is entitled to a base salary of \$475,000 and a target bonus of 40%. Due to the merger with Redbox, in 2022 Mr. Meier, was awarded 80% of his eligible 2022 bonus as a special one-time transaction bonus, in lieu of a 2022 performance bonus. For the year ended December 31, 2023, Mr. Meier was not awarded a cash bonus.

Elana B. Sofko

Ms. Sofko became our Chief Strategy Officer on May 1, 2021. Prior to this, she was our Chief Operating Officer since November 6, 2017. During 2023 her annual base salary was \$600,000. Ms. Sofko is entitled to receive a discretionary cash bonus of up to 80% in 2023, of her annual base salary. For the year ended December 31, 2023, Ms. Sofko was not awarded a cash bonus.

Galen C. Smith

Mr. Smith became the Executive Vice Chairman of CSSE upon the acquisition of Redbox on August 11, 2022. Prior to the acquisition, Mr. Smith was the CEO of Redbox Entertainment, Inc. Amounts reflected above represent the allocable portion of his \$800,000 salary, \$1,200,000 target bonus and other compensation directly attributable to the post acquisition period in 2022. Based on the terms of the merger, Mr. Smith’s restricted stock units in Redbox were accelerated and converted into shares of CSSE Class A common stock. In December 2022, Mr. Smith tendered his resignation triggering his contractual severance benefits of approximately \$2.8 million.

Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid and the Company’s financial performance.

Required Tabular Disclosure of Compensation Actually Paid versus Performance

The following table discloses information on “compensation actually paid” (CAP) to our principal executive officer (“PEO”) and (on average) to our other Named Executive Officers (“non-PEO NEOs”) during the specified years alongside total shareholder return (TSR) and net income (loss) metrics.

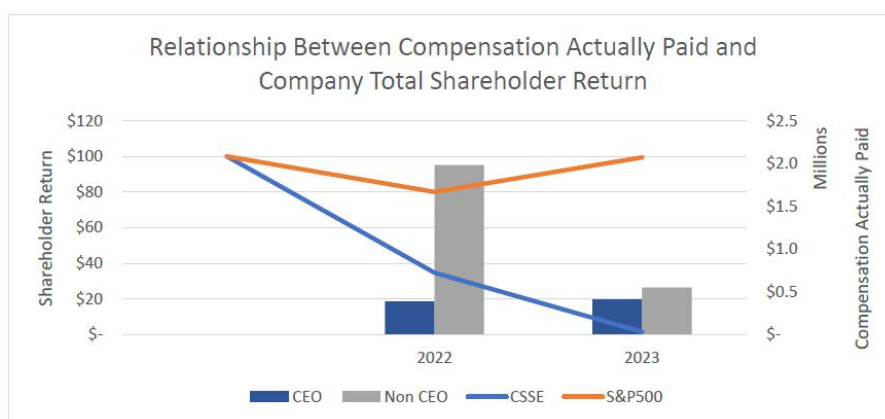
Year	Summary Compensation Table Total for PEO	Compensation Actually Paid to PEO	Average Summary Compensation Table Total for Non-PEO NEOs (1)	Average Compensation Actually Paid to Non-PEO NEOs (1)	Value of Initial Fixed \$100 Investment Based On: Total Shareholder Return	Net Income (Loss)
2023	\$ 409,727	\$ 409,727	\$ 548,300	\$ 519,294	\$ 1.49	\$ (636,551,384)
2022	\$ 385,856	\$ 385,856	\$ 1,980,947	\$ 1,966,613	\$ 34.74	\$ (111,290,202)

(1) The Average Summary Compensation for Non-PEO NEOs and the Average Compensation Actually Paid to Non-PEO NEOs is higher than normal in 2022, as it includes approximately \$3.6 million of severance and other benefits that are owed to Mr. Smith, under his contractual agreement assumed by our company in conjunction with our acquisition of Redbox.

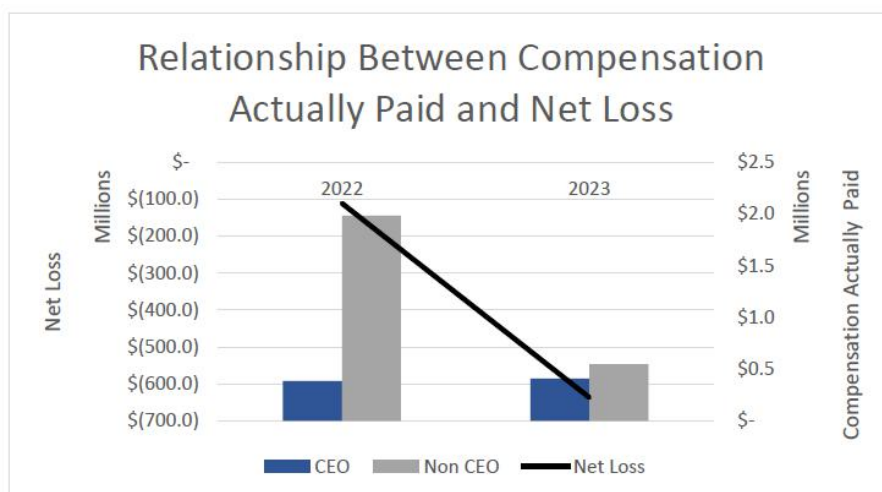
Required Disclosure of the Relationship Between Compensation Actually Paid and Financial Performance Measures

The following describe the relationship between the pay and performance figures that are included in the pay versus performance tabular disclosure above. In addition, the first graph below further illustrates the relationship between our company's total shareholder return and that of the S&P 500 Index. As noted above, "compensation actually paid" for purposes of the tabular disclosure and the following graphs were calculated in accordance with SEC rules and do not fully represent the actual final amount of compensation earned by or actually paid to our NEOs during the applicable years.

Relationship Between Compensation Actually Paid and Company Shareholder Return



Relationship Between Compensation Actually Paid and Net Loss



Payments upon Termination or Change in Control

In December 2022, Mr. Smith tendered his resignation triggering his contractual severance benefits of approximately \$2.8 million.

Mr. Meier's employment arrangement contains provisions for the payout of severance in certain circumstances. If Mr. Meier's employment is terminated by our company other than for cause or by Mr. Meier for good reason, then he will be entitled to continued salary for a period of twelve months. Mr. Meier is not entitled to accelerated vesting of any outstanding equity awards. Additionally, if there is a change in control of our company, Mr. Meier is entitled to a one-time payment.

Ms. Sofko's employment arrangement contains a severance and change of control provisions. If Ms. Sofko's employment is terminated by our company other than for cause, then she will be entitled to continued salary for a period of six months. Ms. Sofko is not entitled to accelerated vesting of any outstanding equity awards. Additionally, if there is a change in control of our company, Ms. Sofko is entitled to a one-time payment.

The following table summarizes the amounts payable upon certain events for Mr. Meier and Ms. Sofko, assuming such events occurred on December 31, 2023 and December 31, 2022, respectively. For purposes of presenting amounts payable over a period of time (e.g., salary continuation), the amounts are shown as a single total but not as a present value (the single sum does not reflect any discount).

Name	Potential Payments (\$)			
	By the Executive for Good Reason	By the Company for Cause	By the Company Without Cause	Change In Control of the Company
Jason Meier	\$ 475,000	—	\$ 475,000	\$ 475,000
Elana B. Sofko	\$ 300,000	—	\$ 300,000	\$ 900,000

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the outstanding option and stock awards as of December 31, 2023 for each Named Executive Officer.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Award Number of Securities Underlying Unexercised Options (#) Unexercised	Option Exercise Price (\$)	Option Expiration Date
William J. Rouhana, Jr. ⁽³⁾ <i>Chief Executive Officer</i>	—	—	—	—
Christopher Mitchell ⁽³⁾ <i>Chief Financial Officer</i>	100,000	—	\$ 8.08	1/15/2024
Jason Meier <i>Chief Financial Officer</i>	11,250	3,750	\$ 22.00	10/5/2026
Elana B. Sofko <i>Chief Strategy Officer</i>	33,948	—	\$ 14.05	12/8/2026
	100,000	—	\$ 8.08	1/15/2024
Galen C. Smith <i>Vice Chairman</i>	—	—	—	—

We believe equity grants provide our executives with a strong link to our company's long-term performance, create an ownership culture and help to align the interests of our executives and stockholders. In addition, the Board and the compensation committee periodically review the equity incentive compensation of our Named Executive Officers and, from time to time, may grant equity incentive awards to them in the form of stock options or other equity awards.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information regarding the beneficial ownership of our Class A common stock and Class B common stock as of April 29, 2024 by:

- each person known by us to be the beneficial owner of more than 5% of the Company's outstanding shares of common stock;
- each of our executive officers and directors; and
- all of our executive officers and directors as a group.

The beneficial ownership of each person was calculated based on 24,733,697 shares of Class A common stock and 7,654,506 of Class B common stock outstanding as of the date of this prospectus. Except as otherwise indicated, we believe all persons named in the table below have sole voting and investment power with respect to all the shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner ⁽¹⁾	Shares Beneficially Owned				Percent of Total Voting Power ⁽²⁾
	Class A	%	Class B	%	
Current Directors and Officers:					
William J. Rouhana, Jr. ⁽³⁾⁽⁴⁾	4,179,050	16.9%	7,654,506	100%	79.7%
Vikram Somaya	79,858	0.3%	—	—	*
Christopher Mitchell ⁽⁵⁾	100,000	0.4%	—	—	*
Jason Meier ⁽⁶⁾	8,750	0.0%	—	—	*
Amy L. Newmark ⁽³⁾⁽⁷⁾	128,314	0.5%	—	—	*
Fred M. Cohen	95,249	0.4%	—	—	*
Cosmo DeNicola	300,187	1.2%	—	—	*
Martin Pompadur	101,597	0.4%	—	—	*
Christina Weiss Lurie	131,502	0.5%	—	—	*
Diana Wilkin	102,332	0.4%	—	—	*
All current directors and executive officers as a group (ten persons)⁽⁸⁾	5,116,839	20.6%	7,654,506	100%	80.6%
Five Percent Holders:					
Chicken Soup for the Soul Productions, LLC	3,668,942	14.8%	7,654,506	100%	79.2%
Sony Corporation ⁽⁹⁾	4,000,000	16.2%	—	—	4.9%
HPS Investment Partners, LLC ⁽¹⁰⁾	1,011,530	4.1%	—	—	1.2%

* Less than one percent.

- (1) Unless otherwise indicated, the business address of each of the individuals is Chicken Soup for the Soul Entertainment, Inc., P.O. Box 700, Cos Cob, Connecticut 06807.
- (2) Percentage of total voting power represents voting power with respect to all shares of Class A and Class B common stock, as a single class. The holders of Class B common stock are entitled to ten votes per share, and holders of Class A common stock are entitled to one vote per share.
- (3) Mr. Rouhana and Ms. Newmark are married. Each spouse disclaims beneficial ownership of the shares owned by the other spouse.
- (4) Represents (i) 510,108 shares of Class A common stock beneficially owned by an affiliate of Mr. Rouhana, (ii) 3,668,942 Class A common stock beneficially owned by CSS and (iii) all of the shares of Class B common stock owned by CSS. The ultimate parent of CSS is CSS Holdings, which in turn is ultimately controlled by Mr. Rouhana.
- (5) Represents (i) 100,000 shares of Class A common stock purchasable under options that have vested granted under the Company's 2017 Long-Term Incentive Plan, which are exercisable at \$8.08 per share.

- (6) Represents 8,750 shares of Class A common stock purchasable under options that have vested granted under the our company's 2017 Long-Term Incentive Plan, which are exercisable at \$22.00 per share.
- (7) Includes (i) 121,780 shares of Class A common stock; and; (ii) 6,534 shares underlying Class Z warrants at an exercise price of \$12.00 per share.
- (8) Represents all of the shares beneficially owned by the individuals listed above and as set forth in footnotes (3) through (7) above.
- (9) The business address of Sony Corporation is 7-1, Konan 1-Chome, Minato-ku, Tokyo 108-0075 Japan. Information derived from a Schedule 13D/A filed on November 4, 2019. Includes shares of Class A common stock issuable upon the exercise of warrants to purchase (i) 800,000 shares of Class A Common Stock at an exercise price of \$8.13 per share; (ii) 1,200,000 shares of Issuer Class A Common Stock at an exercise price of \$9.67 per share; (iii) 380,000 shares of Class A Common Stock at an exercise price of \$11.61 per share; and (iv) 1,620,000 shares of Class A Common Stock at an exercise price of \$11.61 per share.
- (10) The business address of HPS Investment Partners, LLC is 40 W. 57th Street, New York, New York 10019.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

Related Person Policy

Our Code of Ethics requires that we avoid, wherever possible, all related party transactions that could result in actual or potential conflicts of interests, except under guidelines approved by the Board. Related party transactions are defined under SEC rules as transactions in which (1) the aggregate amount involved will or may be expected to exceed the lesser of \$120,000 or one percent of the average of the Company's total assets in any calendar year, (2) the Company or any of its subsidiaries is a participant, and (3) any (a) executive officer, director or nominee for election as a director, (b) greater than 5% beneficial owner of the Company's shares of common stock, or (c) immediate family member, of the persons referred to in clauses (a) and (b), has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity). A conflict of interest situation can arise when a person takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise if a person, or a member of his or her family, receives improper personal benefits as a result of his or her position.

No director may participate in the approval of any transaction in which he is a related party, but that director is required to provide the other members of the Board with all material information concerning the transaction. Additionally, the Company requires each of its directors and executive officers to complete a directors' and officers' questionnaire that elicits information about related party transactions.

These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

Affiliate Resources and Obligations

CSS License Agreement

We have a trademark and intellectual property license agreement with CSS, which we refer to as the "CSS License Agreement." Under the terms of the CSS License Agreement, we have been granted a perpetual, exclusive, worldwide license to produce and distribute video content using the Chicken Soup for the Soul brand and related content, such as stories published in the Chicken Soup for the Soul books. We pay CSS an incremental recurring license fee equal to 4% of our net revenue for each calendar quarter, and a marketing fee of 1% of our net revenue. Beginning in August 2022, under the terms of the HPS Credit Facility, the 5% license fee as it relates to Redbox's net revenues is applied only to certain limited revenue categories.

For the years ended December 31, 2023 and 2022, we recorded \$9.2 million and \$9.2 million, respectively, of license fee expense under this agreement. We believe that the terms and conditions of the CSS License Agreement, which provides us with the rights to use the trademark and intellectual property in connection with our video content, are more favorable to us than any similar agreement we could have negotiated with an independent third party.

CSS Management Agreement

We have a management services agreement, which we refer to as the “CSS Management Agreement”, in which we pay CSS a management fee equal to 5% of our net revenue. Under the terms of the CSS Management Agreement, we are provided with the broad operational expertise of CSS and its subsidiaries and personnel, including the services of our chairman and chief executive officer, Mr. Rouhana, our senior brand advisor and director, Ms. Newmark, and Mr. Mitchell, our chief financial officer through November 14, 2022 and continues to be the chief financial officer of CSS. The CSS Management Agreement also provides for services, such as accounting, legal, marketing, management, data access and back-office systems, and provides us with office space and equipment usage. On August 1, 2019, we entered into an amendment to the CSS Management Agreement which removed our obligation to pay sales commissions to CSS in connection with sponsorships for our video content or other revenue generating transactions arranged by CSS or its affiliates. On March 15, 2021, we entered into a further amendment to the CSS Management Agreement which clarified that the term of the CSS Management Agreement shall continue on a month-to-month basis until terminated by either of the parties thereto. Beginning in August 2022, under the terms of the HPS Credit Facility, the 5% management fee as it relates to Redbox’s net revenues is only applied to certain limited revenue categories.

For the years ended December 31, 2023 and 2022, we recorded \$9.2 million and \$9.2 million, respectively, of management fee expense under this agreement. We believe that the terms and conditions of the CSS Management Agreement, as amended, are more favorable and cost effective to us than if we hired the full staff to operate the Company.

Modification of CSS License Agreement and CSS Management Agreement

In March of 2023, the Company entered into a modification of the CSS Management Agreement and CSS License Agreement pursuant to which (a) \$3.45 million of the aggregate fees under the CSS Management Agreement and CSS License Agreement that have been earned by CSS in the first quarter of 2023 and (b) 25% (or \$12.75 million) of the next \$51 million of such fees that will be earned by CSS after April 1, 2023 shall be paid through the issuance by our Company of shares of our Class A common stock. The Company has issued an aggregate of 2,025,927 shares of Class A common stock to CSS under the modification as of December 31, 2023. The shares that shall become issuable in the future under clause (b) shall be issued each fiscal quarter as such fees are earned at a fixed price of \$3.05 per share. As of December 31, 2023, \$6.2 million of accrued and payable management and license fees have been satisfied through the issuance to CSS shares of Class A common stock, and an aggregate of \$6.6 million of future management and license fees will be offset by the issuance of Class A common stock to CSS in the periods after December 31, 2023.

ITEM 14. Principle Accounting Fees and Services

The following fees were incurred for services rendered by Rosenfield & Co. in years ended December 31, 2022 and 2023:

	Year Ended December 31,	
	2022	2023
Audit Fees(1)	\$ 670,000	\$ 750,000
Audit-Related Fees(2)	76,420	52,500
Tax Fees(3)	—	—
All Other Fees	—	—
Total Fees	\$ 746,420	\$ 802,500

- (1) Audit fees consist of fees billed for professional services by Rosenfield & Co. for audit and quarterly review of our consolidated financial statements during the years ended December 31, 2023 and 2022 and related services normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit related fees represent the aggregate fees billed for assurance and related professional services rendered by Rosenfield & Co. that are reasonably related to the performance of the audit of our financial statements and are not reported under “Audit Fees.”
- (3) Tax fees represent the aggregate fees billed for professional services rendered by Rosenfield & Co. for tax compliance, tax advice and tax planning.

Pre-Approval Policies and Procedures

In accordance with Section 10A(i) of the Securities Exchange Act of 1934, as amended, before we engage our independent registered public accounting firm to render audit or non-audit services, the engagement is approved by our Audit Committee. Our Audit Committee approved all of the fees referred to in the rows titled “Audit Fees,” “Audit-Related Fees,” and “Tax Fees” in the table above.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits:

The following is a list of all exhibits filed or furnished as part of this report.

Exhibit No.	Description	Incorporation by Reference		
		Form	Exhibit No.	Filing Date
31.1	Rules 13a-14(a) Certification of Chief Executive Officer	*		
31.2	Rules 13a-14(a) Certification of Chief Financial Officer	*		
32.1	Section 1350 Certification of Chief Executive Officer	+		
32.2	Section 1350 Certification of Chief Financial Officer	+		
97	Clawback Policy	*		
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	*		

* Filed herewith.

+ Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 29, 2024

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.

By: /s/ William J. Rouhana, Jr.
William J. Rouhana, Jr.
Chief Executive Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William J. Rouhana, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Chicken Soup for the Soul Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a - 15 (f) and 15d - 15 (f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2024

/s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jason Meier, certify that:

1. I have reviewed this annual report on Form 10-K of Chicken Soup for the Soul Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a - 15 (f) and 15d - 15 (f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2024

/s/ Jason Meier

Jason Meier
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Chicken Soup for the Soul Entertainment, Inc. (the "Company") on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: April 29, 2024

/s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Chicken Soup for the Soul Entertainment, Inc. (the "Company") on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: April 29, 2024

/s/ Jason Meier

Jason Meier
Chief Financial Officer
(Principal Financial Officer)

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT INC.

COMPENSATION CLAWBACK POLICY

November 2023

Introduction

The Board of Directors (the “**Board**”) of Chicken Soup for the Soul Entertainment Inc. (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company’s pay-for-performance compensation philosophy. The Board has therefore adopted this policy, which provides for the recoupment (or “clawback”) of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws of the United States (the “**Policy**”). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), Rule 10D-1 promulgated under the Exchange Act (“**Rule 10D-1**”) and the listing standards of the national securities exchange on which the Company’s securities are listed (the “**Exchange**”), which is, as of the effective date hereof, the Capital Market of The Nasdaq Stock Market LLC (“**Nasdaq**”).

Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee of the Board, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals. Subject to any limitation under applicable law, the Board may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

Covered Executives

This Policy applies to the Company’s current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the Exchange, and such other senior executives and employees who may from time to time be deemed subject to the Policy by the Board (“**Covered Executives**”). The Company shall seek to have all Covered Executives sign an acknowledgement of the terms of this Policy; provided that this Policy shall apply to each Covered Executive whether or not they have signed any such acknowledgement.

Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, the Board will require reasonably prompt reimbursement or forfeiture of any excess Incentive Compensation (as defined below) received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement. In addition to these last three completed fiscal years, this Policy applies to any transition period (that results from a change in the Company’s fiscal year) within or immediately following those three completed fiscal years. However, a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months is deemed a completed fiscal year. The Company’s obligation to recover excess Incentive Compensation under this Policy is not dependent on if or when the restated financial statements are filed. This Policy applies to all Incentive Compensation received after beginning service as a Covered Executive, by an individual who served as a Covered Executive at any time during the performance period for that Incentive Compensation, while the Company had a class of securities listed on a national securities exchange or a national securities association.

Material Noncompliance. Without limiting the generality of the foregoing, reimbursement is required in the event of any restatement that either: (i) corrects an error in previously issued financial statements that is material to the previously issued financial statements, or (ii) would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

Date of Restatement. For purposes of determining the relevant recovery period, the date that the Company is required to prepare an accounting restatement as described above is the earlier to occur of: (A) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement as described above; or (B) the date a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement as described above.

Fiscal Period of Receipt. Incentive Compensation is deemed received in the Company's fiscal period during which the financial reporting measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.

Incentive Compensation

For purposes of this Policy, "**Incentive Compensation**" means any of the following:

- Annual bonuses and other short- and long-term cash incentives;
- Stock options;
- Stock appreciation rights;
- Restricted stock;
- Restricted stock units;
- Performance shares; or
- Performance units,

provided that such compensation is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure.

Financial reporting measures are measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the U.S. Securities and Exchange Commission (the "Commission"). Financial reporting measures may include, but are not limited to, the following:

- Company stock price;
- Total shareholder return;

- Revenues;
- Net income;
- Earnings before interest, taxes, depreciation, and amortization (EBITDA);
- Funds from operations;
- Liquidity measures such as working capital or operating cash flow;
- Return measures such as return on invested capital or return on assets; and
- Earnings measures such as earnings per share.

Excess Incentive Compensation: Amount Subject to Recovery

The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Board, and without regard to any taxes paid by or withheld from the Covered Executive.

If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement. For Incentive Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount will be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive Compensation was received. In such case, the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder which may include, without limitation:

- (a) requiring reimbursement of cash Incentive Compensation previously paid;
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- (c) offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive in accordance with applicable law;
- (d) cancelling outstanding vested or unvested equity awards; and/or
- (e) taking any other remedial and recovery action permitted by law, as determined by the Board.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any Incentive Compensation recovered under this Policy or from any consequence arising therefrom.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. Any determination of the Board shall be conclusive and binding on the Company and the applicable Covered Executives. The determination of the Board need not be uniform with respect to one or more Covered Executives.

It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, Rule 10D-1 and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "**Effective Date**") but shall apply to Incentive Compensation that is received by any Covered Executives on or after October 2, 2023.

Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act, any rules or standards adopted by any national securities exchange on which the Company's securities are listed and any other "clawback" provision required by law. The Board may terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of: (a) any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company, including termination of employment, the initiation of civil or criminal proceedings, and any right to repayment under applicable law, including Section 304 of the Sarbanes-Oxley Act of 2002. For the avoidance of doubt, any amounts paid to the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 shall be considered (and may be credited) in determining any amounts recovered under this Policy.

Impracticability

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless one of the following conditions is met and such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed:

- The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered after making a reasonable attempt to recover such Incentive Compensation. Note that the attempt(s) to recover must be documented by the Company and such documentation provided to the Exchange;
- Recovery would violate home country law where that law was adopted prior to November 28, 2022. Note that the Company must obtain a legal opinion of home country counsel that such recovery would result in a violation of local law and provide such opinion to the Exchange; or
- Recovery would likely cause an otherwise tax-qualified retirement plan under which benefits are broadly available to Company employees to fail to meet the requirements for qualified pension, profit-sharing and stock bonus plans under Section 401(a)(13) of the U.S. Internal Revenue Code or the minimum vesting standards under Section 411(a) of the U.S. Internal Revenue Code.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Acknowledgement:

Signature

Name: _____
