

SECRETARY'S CERTIFICATE

August 13, 2024

Business Registrations and Licensing Agency (BRELA)
BRELA House
House No 11, Plot No 20, Block No. 23, Shaban Robert Street
Sokoine Drive junction, P.O.BOX 9393
Dar es Salaam
Tanzania

To whom it may concern,

The undersigned, solely in his capacity as the Secretary of the Company, hereby certifies that:

1. Attached hereto as Exhibit A is a list of current Directors, Officers, and Secretary of the Company.
2. Attached hereto as Exhibit B is a copy of the Bylaws of the Company.
3. Attached hereto as Exhibit C is a certified copy of the Company's Certificate of Incorporation from the State of Delaware, USA.
4. Attached hereto as Exhibit D is a copy of the most recent annual accounts and related reports of the Company, for the fiscal year ending September 30, 2023.

For and on behalf of
DC Safety Sales Co., Inc.

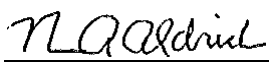

(Authorized Signature)
Norman A. Aldrich
Secretary and Chief Financial Officer
August 13, 2024

EXHIBIT A

Current Directors, Officers, and Secretary



DC Safety Sales Co., Inc.
6730 SALP Blvd., Unit A, Theodore AL 36582 USA
Tel: 631-750-2400 Fax: 631-750-2399
www.dcsafety.com

ISO 9001 and ISO14001 Certified
EDI Capable ISO/TS 16949 Compliant
FDA Registered Facility #2436876

August 9, 2024

Business Registrations and Licensing Agency (BRELA)
BRELA House
House No 11, Plot No 20, Block No. 23, Shaban Robert Street
Sokoine Drive junction, P.O.BOX 9393
Dar es Salaam
Tanzania

To whom it may concern,

The Officers and Directors of DC Safety are as follows:

Officers

Peter T. Murphy	President and Chief Executive Officer
Adam C. Chefetz	Chief Operating Officer
Norm Aldrich	Secretary and Chief Financial Officer

Secretary

Norm Aldrich	Secretary and Chief Financial Officer
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Directors

John Wilcha	Chairman
Michael Dubilier	Board member
Kevin Livingston	Board member
Edward Tate	Board member

Respectfully submitted,

Peter T. Murphy
President, CEO

EXHIBIT B

By-Laws

BY-LAWS
OF
DC SAFETY SALES CO., INC.

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of DC Safety Sales Co., Inc. (the "Corporation") shall be in the City of Wilmington, County of Kent, State of Delaware.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The Annual Meetings of Stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meetings the stockholders shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting. Written notice of the Annual Meeting stating the place, date and

hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 3. Special Meetings. Unless otherwise prescribed by law or by the Certificate of Incorporation of the Corporation (as subsequently amended, modified or otherwise supplemented from time to time, the "Certificate of Incorporation"), Special Meetings of Stockholders, for any purpose or purposes, may be called by either (i) the Chairman, if there be one, or (ii) the President, (iii) the Vice President, (iv) the Secretary or (v) any Assistant Secretary, if there be one. In addition, Special Meetings shall be called by any such officer at the request in writing of a majority of the Board of Directors or at the request in writing of stockholders owning a majority of the capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Written notice of a Special Meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 4. Quorum. Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall

be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

Section 5. Voting. Unless otherwise required by law, the Certificate of Incorporation or these By-Laws, any question brought before any meeting of stockholders shall be decided by the vote of the holders of a majority of the stock represented and entitled to vote thereat. Unless otherwise prescribed in the Certificate of Incorporation, including any Certificate of Designations adopted from time to time, each stockholder represented at a meeting of stockholders shall be entitled to cast one (1) vote for each share of the capital stock entitled to vote thereat held by such stockholder. Such votes may be cast in person or by proxy but no proxy shall be voted on or after three (3) years from its date, unless such proxy provides for a longer period. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his discretion, may require that any votes cast at such meeting shall be cast by written ballot.

Section 6. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required or permitted to be taken at any Annual or Special Meeting of Stockholders of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares

entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 7. List of Stockholders Entitled to Vote. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder of the Corporation who is present.

Section 8. Stock Ledger. The stock ledger of the Corporation shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by Section 7 of this Article II or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

ARTICLE III

DIRECTORS

Section 1. Number and Election of Directors. The Board of Directors shall consist of not less than one (1) nor more than nine (9) members, the exact number of which shall initially be fixed by the incorporator of the Corporation and thereafter from time to time by the Board of Directors. Directors shall be elected by a plurality of the votes cast at Annual Meetings of Stockholders, and each director so elected shall hold office until the next Annual Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal. Directors need not be stockholders.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled by a plurality of votes cast at a Special Meeting of Stockholders called for such purpose, and each director so elected shall hold office until the next Annual Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal.

Section 3. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

Section 4. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware. Regular

meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman, if there be one, the President, or any directors. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than forty-eight (48) hours before the date of the meeting, by telephone, telecopy or telegram on twenty-four (24) hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 5. Quorum. Except as may be otherwise specifically required by law, the Certificate of Incorporation, these By-Laws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Actions of Board. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 7. Meetings by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, members of the Board of

Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

Section 8. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the Corporation. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Each committee shall keep regular minutes and report to the Board of Directors when required.

Section 9. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such

payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 10. Interested Directors. No contract or transaction between the Corporation and one (1) or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if (i) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (ii) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE IV

OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chairman, a Chief Executive Officer, a President and Chief Operating Officer, a Vice President, a Secretary and a Treasurer. The Board of Directors, in its discretion, may also choose one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation or these By-Laws. The officers of the Corporation need not be stockholders of the Corporation nor need such officers be directors of the Corporation.

Section 2. Election. The Board of Directors at its first meeting held after each Annual Meeting of Stockholders shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by

the Chairman, the President or any Vice President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any entity in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Chairman. The Chairman shall preside at all meetings of the stockholders and of the Board of Directors. Except where by law the signature of the President is required, the Chairman shall possess the same power as the President to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. During the absence or disability of the President, the Chairman shall exercise all the powers and discharge all the duties of the President. The Chairman shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 5. Chief Executive Officer. Chief Executive Officer shall have such powers and shall perform such duties as commonly incident to the office of Chief Executive Officer or which from time to time may be assigned to him by these By-Laws or by the Board of Directors and shall have power to sign, in the name of the Corporation, all authorized stock certificates, contracts, documents, tax returns, instruments, checks and bonds or other obligations of the Corporation and shall have general supervision and direction of all of the other officers and agents of the Corporation.

Section 6. President and Chief Operating Officer. The President shall be the Chief Operating Officer of the Corporation. The President shall, subject to the control of the Board of Directors, have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. She shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. In the absence or disability of the Chairman, the President shall preside at all meetings of the stockholders and the Board of Directors. The President shall also perform all duties and have all powers which are commonly incident to the office of Chief Operating Officer or which from time to time may be assigned to her by these By-Laws or by the Board of Directors.

Section 7. Vice Presidents. At the request of the President or in his absence or in the event of his inability or refusal to act (and if there be no Chairman), the Vice President or the Vice Presidents if there is more than one (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Chairman and no Vice President, the Board of Directors shall designate the officer of the Corporation who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the stockholders and special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the

President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 10. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, the Vice President, or the Secretary, and in the absence of the Secretary or in the event of his disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 11. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, the Vice President, or the Treasurer, and in the absence of the Treasurer or in the event of his disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. If required by the Board of Directors, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration

to the Corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 12. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such officers and to prescribe their respective duties and powers.

ARTICLE V

STOCK

Section 1. Form of Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed, in the name of the Corporation, by the Chairman or the President, certifying the number of shares owned by him in the Corporation.

Section 2. Signatures. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. The Corporation may not issue a certificate in bearer form.

Section 3. Lost Certificates. The Board of may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost,

stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfers. Stock of the Corporation shall be transferable in the manner prescribed by law and in these By-Laws. Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by his attorney lawfully constituted in writing and upon the surrender of the certificate therefor, which shall be cancelled before a new certificate shall be issued.

Section 5. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the

meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 7. Legends. The Board of Directors shall have the power and authority to provide that certificates representing shares of stock bear such legends as the Board of Directors deems appropriate to assure that the Corporation does not become liable for violations of federal or state securities laws or other applicable law.

ARTICLE VI

NOTICES

Section 1. Method. Whenever by law, the Certificate of Incorporation or these By-Laws, notice is required to be given to any committee member, director or stockholder and no provision is made as to how such notice shall be given, personal notice shall not be required and any such notice may be given (i) in writing, by mail, postage prepaid, addressed to such committee member, director or stockholder at his address as it appears on the books or (in the case of a stockholder) the stock transfer records of the Corporation or (ii) by any other method permitted by law (including, but not limited to, overnight courier service, telegram, telex

or telefax). Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail as aforesaid. Any notice required or permitted to be given by overnight courier service shall be deemed to be delivered and given at the time delivered to such service with all charges prepaid and addressed as aforesaid. Any notice required or permitted to be given by telegram, telex, or telefax shall be deemed to be delivered and given at the time transmitted with all charges prepaid and addressed as aforesaid.

Section 2. Waivers of Notice. Whenever any notice is required to be given to any stockholder, director or committee member of the Corporation by law, the Certificate of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be equivalent to the giving of such notice. Attendance of a stockholder, director or committee member at a meeting shall constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to

time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

Section 2. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 4. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Invalid Provisions. If any part of these By-Laws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

Section 6. Conflicts. These By-Laws are subject to, and governed by, the Delaware General Corporation Law (the "DGCL") and the Certificate of Incorporation. In the event of a direct conflict between the provisions of these By-Laws and the mandatory provisions of the DGCL or the provisions of the Certificate of Incorporation, such provisions of the DGCL or the Certificate of Incorporation, as the case may be, shall be controlling.

Section 7. Headings. The headings used in these By-Laws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

Section 8. References. Whenever herein the singular number is used, the same shall include the plural where appropriate, and words of any gender should include each other gender where appropriate.

Section 9. Resignations. Any director, committee member or officer may resign by so stating at any meeting of the Board of Directors or by giving written notice to the Board of Directors, Chairman, President or Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of stockholders or Board of Directors as the case may be. All such amendments must be approved by either the holders of a

majority of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office.

Section 2. Entire Board of Directors. As used in this Article IX and in these By-Laws generally, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

Adopted as of this 23rd day of September, 2005.

EXHIBIT C

Certificate of Incorporation

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DC SAFETY SALES CO., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DC SAFETY SALES CO., INC." WAS INCORPORATED ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Jeffrey W. Bullock, Secretary of State

4032353 8300

SR# 20243403183

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204151857

Date: 08-13-24

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DC SAFETY SALES CO., INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 2005, AT 4:20 O`CLOCK P.M.

CERTIFICATE OF REVIVAL, FILED THE FIFTH DAY OF SEPTEMBER, A.D. 2007, AT 1:31 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2008, AT 2:55 O`CLOCK P.M.

CERTIFICATE OF REVIVAL, FILED THE TWENTY-SIXTH DAY OF MAY, A.D. 2010, AT 5:18 O`CLOCK P.M.

CERTIFICATE OF REVIVAL, FILED THE TWENTY-FIFTH DAY OF MARCH, A.D. 2015, AT 1:20 O`CLOCK P.M.

CERTIFICATE OF REVIVAL, FILED THE THIRTIETH DAY OF MAY, A.D. 2018, AT 4:29 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4032353 8100H
SR# 20243404374

Authentication: 204152946
Date: 08-13-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "DC SAFETY SALES CO., INC."*




Jeffrey W. Bullock, Secretary of State

4032353 8100H
SR# 20243404374

Authentication: 204152946
Date: 08-13-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:49 PM 09/19/2005
FILED 04:20 PM 09/19/2005
SRV 050765464 - 4032353 FILE

CERTIFICATE OF INCORPORATION

OF

DC SAFETY SALES CO., INC.

(Under Section 102 of the Delaware General Corporation Law)

FIRST: The name of this corporation shall be: DC SAFETY SALES CO., INC.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and its registered agent at such address is Corporation Service Company in the County of New Castle.

THIRD: The purpose or purposes of the corporation shall be: to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The name and mailing address of the incorporator are as follows: Edward B. Stevenson, Esq., c/o Herrick, Feinstein LLP, 2 Penn Plaza, 11th Floor, Newark, New Jersey 07105.

FIFTH: The total number of shares which the Corporation has authority to issue is One Hundred (100) shares, all of which shall be designated Common Stock, par value of one cent (\$0.01) per share.

SIXTH: The Board of Directors may, from time to time, by majority vote, make, adopt, alter, amend and repeal By-Laws of the corporation which shall govern to the extent not inconsistent with any statute, this Certificate of Incorporation or any valid agreement among the directors.

SEVENTH: No person who is or was a director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director unless, and only to the extent that, such director is liable (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is

hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. No amendment to, repeal or adoption of any provision of this Certificate of Incorporation inconsistent with this article shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of any such inconsistent provision.

EIGHTH: Indemnification

Section 1. Power to Indemnify in Actions, Suits or Proceedings other Than Those by or in the Right of the Corporation. Subject to Section 3 of this Article EIGHTH, the corporation shall indemnify, to the fullest extent permissible under DGCL, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was a director or officer of the corporation serving at the request of the corporation as a director or officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation. Subject to Section 3 of this Article EIGHTH, the corporation shall indemnify, to the fullest extent permissible under the DGCL, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was a director or officer of the corporation serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought

shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. Authorization of Indemnification. Any indemnification under this Article EIGHTH (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article EIGHTH, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

Section 4. Good Faith Defined. For purposes of any determination under Section 3 of this Article EIGHTH, a person shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the corporation or another enterprise, or on information supplied to him by the officers of the corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the corporation or another enterprise or on information or records given or reports made to the corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the corporation or another enterprise. The term "another enterprise" as used in this Section 4 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the corporation as a director, officer, employee or agent. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Sections 1 or 2 of this Article EIGHTH, as the case may be.

Section 5. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Section 3 of this Article EIGHTH, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of Delaware for indemnification to the extent otherwise permissible under Sections 1 and 2 of this Article EIGHTH. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because he has met the applicable standards of conduct set forth in Sections 1 or 2 of this Article EIGHTH, as the case may be. Neither a contrary determination in the specific

case under Section 3 of this Article EIGHTH nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 shall be given to the corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 6. Expenses Payable in Advance. Expenses (including attorneys' fees) incurred by a director or officer in defending or investigating a threatened or pending action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article EIGHTH.

Section 7. Nonexclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, By-Law, agreement, contract, vote of stockholders or disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, it being the policy of the corporation that indemnification of the persons specified in Sections 1 and 2 of this Article EIGHTH shall be made to the fullest extent permitted by law. The provisions of this Article EIGHTH shall not be deemed to preclude the indemnification of any person who is not specified in Sections 1 or 2 of this Article EIGHTH but whom the corporation has the power or obligation to indemnify under the provisions of the DGCL, or otherwise.

Section 8. Certain Definitions. For purposes of this Article EIGHTH, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article EIGHTH with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article EIGHTH, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest

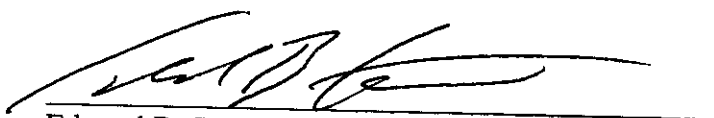
of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner 'not opposed to the best interests of the corporation" as referred to in this Article EIGHTH.

Section 9. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article EIGHTH shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10. Limitation on Indemnification. Notwithstanding anything contained in this Article EIGHTH to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 5 hereof), the corporation shall not be obligated to indemnify any director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the corporation.

Section 11. Indemnification of Employees and Agents. The corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the corporation similar to those conferred in this Article EIGHTH to directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 19th day of September, 2005.



Edward B. Stevenson, Esq.
Sole Incorporator

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is DC Safety Sales Co., Inc.
2. Its registered office in the State of Delaware is located at 2711 Centerville Road,
Suite 400 (street), City of Wilmington
Zip Code 19808 County of New Castle the name of
its registered agent is Corporation Service Company
3. The date of filing of the original Certificate of Incorporation in Delaware was September 19, 2005
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February 2007, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2007, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 5th day of September A.D. 2007.

By: /s/ LuAnne Hannah
Authorized Officer
Name: LuAnne Hannah
Print or Type
Title: President & Chief Operating Officer

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is DC SAFETY SALES CO., INC.
2. The registered office of the Corporation within the State of Delaware is hereby changed to 160 Greentree Drive, Suite 101, City of Dover 19904, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on November 26, 2008

s/Luanne Hannah
Luanne Hannah, President

*State of Delaware
Secretary of State
Division of Corporations
Delivered 03:25 PM 11/26/2008
FILED 02:55 PM 11/26/2008
SRV 081149678 - 4032353 FILE*

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is DC SAFETY SALES CO., INC.

2. The Registered Office of the corporation in the State of Delaware is located at 160 GREENTREE DRIVE SUITE 101 (street),
in the City of DOVER, County of KENT
Zip Code 19904. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is NATIONAL REGISTERED AGENTS, INC.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was SEPTEMBER 19, 2005

4. The renewal and revival of the charter of this corporation is to be perpetual.

5. The corporation was duly organized and carried on the business authorized by its charter until the 1ST day of MARCH A.D. 2010, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By:  - CFO
Authorized Officer

Name: NORMAN A. ALDRICH - CFO
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:20 PM 03/25/2015
FILED 01:20 PM 03/25/2015
SRV 150408385 - 4032353 FILE

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

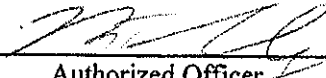
1. The name of the corporation is DC Safety Sales Co., Inc.

2. The Registered Office of the corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 (street),
in the City of Wilmington, County of New Castle
Zip Code 19808. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is Corporation Service Company

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was September 19, 2005

4. The renewal and revival of the charter of this corporation is to be perpetual.

5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2014, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 
Authorized Officer

Name: Peter T. Murphy
Print or Type
President, CEO

STATE OF DELAWARE
CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is DC Safety Sales Co., Inc.

and, if different, the name under which the corporation was originally incorporated
_____.

2. The Registered Office of the corporation in the State of Delaware is located at
251 Little Falls Drive (street),
in the City of Wilmington, County of New Castle
Zip Code 19808. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is _____
Corporation Service Company

3. The date of filing of the Corporation's original Certificate of Incorporation in
Delaware was 9/19/05.

4. The corporation desiring to be revived and so reviving its certificate of
incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its
charter until the 1st day of March A.D. 2018, at which time its
charter became inoperative and void for non-payment of taxes and/or failure to file a
complete annual report and the certificate for revival is filed by authority of the duly
elected directors of the corporation in accordance with the laws of the State of Delaware.

By: /s/ Peter T. Murphy, CEO
Authorized Officer

Name: Peter T. Murphy
Print or Type

EXHIBIT D

Annual Accounts and Reports

CONFIDENTIAL FOR BRELA TANZANIA

**DC SAFETY SALES CO., INC.
AND SUBSIDIARIES**

Consolidated Financial Statements

September 30, 2023 and 2022

(With Independent Auditors' Report Thereon)



INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder
DC Safety Sales Co., Inc.:

Opinion

We have audited the consolidated financial statements of DC Safety Sales Co., Inc. and its subsidiaries, which comprise the consolidated balance sheets as of September 30, 2023 and 2022, and the related consolidated statements of comprehensive income, changes in stockholder's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, based on our audits and the report of the other auditors, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of DC Safety Sales Co., Inc. and its subsidiaries as of September 30, 2023 and 2022, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of DC Safety Manufacturing (Guangzhou) Ltd., a wholly-owned subsidiary, whose statements reflect total assets constituting 11.0% and 21.0%, respectively, of consolidated total assets at September 30, 2023 and 2022, and total revenues constituting zero percent of consolidated total revenues for the years then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for DC Safety Manufacturing (Guangzhou) Ltd., is based solely on the report of the other auditors.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of DC Safety Sales Co., Inc. and its subsidiaries, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the

preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about DC Safety Sales Co., Inc. and its subsidiaries' ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

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

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

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary consolidating balance sheet as of September 30, 2023 and the supplementary consolidating statement of comprehensive income for the year then ended are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Nardello + Taylor LLP

May 21, 2024

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Consolidated Balance Sheets

September 30, 2023 and 2022

	2023	2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,242,712	\$ 1,282,498
Accounts receivable, less allowance for doubtful accounts of \$25,000 in 2023 and 2022	4,438,995	3,981,496
Inventories	12,082,401	12,469,592
Prepaid expenses and other current assets	819,984	437,186
Total current assets	24,584,092	18,170,772
Property and equipment, net	739,165	551,041
Security deposits and other assets	217,932	330,009
Operating lease right-of-use asset	4,814,951	-
Finance lease right-of-use asset	383,601	-
Net deferred tax assets	1,455,753	196,057
Total assets	\$ 32,195,494	\$ 19,247,879
Liabilities and Stockholder's Equity		
Current liabilities:		
Accounts payable	\$ 3,011,149	\$ 4,271,858
Income taxes payable	1,749,492	48,406
Other accrued expenses	4,178,298	2,485,827
Obligations under capital leases, current	-	22,875
Operating lease liability, current	889,973	-
Finance lease liability, current	95,774	-
Line of credit payable, net of debt issuance costs, current	-	6,938,177
Notes payable to financial institutions, current	83,568	84,509
Note payable to related party, current	1,000,000	-
Total current liabilities	11,008,254	13,851,652
Long-term liabilities:		
Obligations under capital leases, net of current portion	-	14,649
Operating lease liability, net of current portion	4,209,882	-
Finance lease liability, net of current portion	277,828	-
Notes payable to financial institutions, net of current portion	6,966,468	925,078
Note payable to related party	-	1,000,000
Deferred rent	-	33,783
Net deferred tax liability	1,136,925	2,319
Total liabilities	23,599,357	15,827,481
Stockholder's equity:		
Common stock, \$0.01 par value, 100 shares authorized, issued and outstanding	1	1
Additional paid-in capital	2,002,999	2,002,999
Retained earnings	6,842,742	1,565,898
Accumulated other comprehensive loss	(249,605)	(148,500)
Total stockholder's equity	8,596,137	3,420,398
Total liabilities and stockholder's equity	\$ 32,195,494	\$ 19,247,879

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

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

September 30, 2023 and 2022

	2023	2022
Sales	\$ 42,523,775	\$ 36,249,056
Cost of sales	29,798,274	30,054,130
Gross profit	12,725,501	6,194,926
Operating expenses:		
General and administrative	3,313,523	2,381,669
Selling and marketing	2,067,229	1,246,085
Research and development	123,496	99,442
Total operating expenses	5,504,248	3,727,196
Income from operations	7,221,253	2,467,730
Other expenses (income):		
Interest income and expense, net	566,355	268,733
Rental and other (income) expenses	(237,453)	20,251
Foreign currency exchange gain, net	(66,951)	(15,570)
	261,951	273,414
Income before income taxes	6,959,302	2,194,316
Income tax expense	1,682,458	817,668
Net income	5,276,844	1,376,648
Other comprehensive loss:		
Foreign currency translation adjustments	(101,105)	(246,226)
Comprehensive income	\$ 5,175,739	\$ 1,130,422

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

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Stockholder's Equity

For the Years Ended September 30, 2023 and 2022

	Common Stock and Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholder's Equity
	Shares	Amount		
Balance at September 30, 2021	100	\$ 2,003,000	\$ 189,250	\$ 2,289,976
Net income	-	-	1,376,648	1,376,648
Total other comprehensive loss	-	-	(246,226)	(246,226)
Balance at September 30, 2022	100	2,003,000	1,565,898	3,420,398
Net income	-	-	5,276,844	5,276,844
Total other comprehensive loss	-	-	(101,105)	(101,105)
Balance at September 30, 2023	100	\$ 2,003,000	\$ 6,842,742	\$ 8,596,137

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

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended September 30, 2023 and 2022

	2023	2022
Cash flows from operating activities:		
Net income	\$ 5,276,844	\$ 1,376,648
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	394,526	392,558
Changes in operating assets and liabilities:		
Accounts receivable	(457,499)	(1,182,125)
Inventories	387,191	(2,875,663)
Tax refunds receivable	-	314,056
Prepaid expenses and other current assets	(382,798)	(35,756)
Other assets	(1,149,938)	113,208
Accounts payable	(1,260,709)	957,852
Income taxes payable	1,701,086	48,406
Accrued interest payable to financial institutions	-	(11,615)
Other accrued expenses	1,692,471	781,408
Lease assets and liability	322,435	-
Deferred rent	(33,783)	1,702
Net deferred tax liability	1,136,925	-
Net cash provided by (used in) operating activities	7,626,751	(119,321)
Cash flows from investing activities:		
Purchases of property and equipment	(539,791)	(343,557)
Net cash used in investing activities	(539,791)	(343,557)
Cash flows from financing activities:		
Borrowings from financial institution	-	9,270,339
Repayments of obligations under capital leases	-	(25,951)
Repayments of finance lease obligations	(127,913)	-
Repayments of notes payable to financial institutions	(897,728)	(7,489,454)
Net cash (used in) provided by financing activities	(1,025,641)	1,754,934
Net increase in cash and cash equivalents	6,061,319	1,292,056
Cash and cash equivalents, beginning of year	1,282,498	236,668
Effects of currency translation on cash and cash equivalents	(101,105)	(246,226)
Cash and cash equivalents, end of year	\$ 7,242,712	\$ 1,282,498

(Continued)

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

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ 566,355</u>	<u>\$ 268,733</u>
Income taxes	<u>\$ 544,634</u>	<u>\$ -</u>

Significant non-cash investing and financing activity:

In 2023, the Company recorded right-of-use assets and related lease liabilities in connection with operating leases in the amount of \$6,068,777 and \$6,231,480, respectively.

In 2023, the Company recorded right-of-use assets and related lease liabilities in connection with finance leases in the amount of \$468,676 and \$463,991, respectively.

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

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

(1) Organization

DC Safety Sales Co., Inc. (the “Company”) was incorporated in the state of Delaware on September 19, 2005 for the purpose of purchasing certain of the assets and assuming certain of the liabilities of DC Safety Sales Co., Inc., a New York Corporation (the “Predecessor Company”). The transaction was completed on September 30, 2005 and the Company continued the operations of the Predecessor Company. The Company assembles first aid and roadside assistance kits for the automotive industry. These kits are included as original equipment in many imported and domestic vehicles throughout North America.

The Company is a wholly owned subsidiary of DC Safety Holdings, Inc. (the “Holding Company”). The Holding Company contributed \$5,000,000 (\$3,750,000 cash and \$1,250,000 representing the value of the shares of the Holding Company paid to the stockholders of the Predecessor Company on behalf of the Holding Company).

The aggregate purchase price was \$16,000,000, including \$12,250,000 of cash, a note payable of \$2,500,000 and 25% of the shares of the Holding Company valued at \$1,250,000. The excess of the 25% ownership interest over the book value of the assets of the Predecessor Company was treated as a deemed dividend. The acquisition was accounted for using the purchase method as required by Statement of Financial Accounting Standards (“SFAS”) No. 141 “Business Combinations” which was the pertinent accounting literature at the time of the transaction. The purchase price, net of the deemed dividend to the selling stockholders, was allocated to the fair value of the assets and liabilities acquired, including intangible assets.

Fair value at the date of acquisition assigned to tangible and intangible assets and liabilities assumed was based on management’s estimates and assumptions. The total purchase price (rounded) was allocated as follows:

Current assets	\$ 4,174,000
Property and equipment	823,000
Intangible assets	8,990,000
Security deposits	<u>40,000</u>
Total assets acquired	14,027,000
Total liabilities assumed	<u>(1,024,000)</u>
Net assets acquired	13,003,000
Deemed dividend	<u>2,997,000</u>
Purchase price	<u><u>\$ 16,000,000</u></u>

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting and Consolidation

These consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include all entities which DC Safety Sales Co., Inc. is required to consolidate. These include the Company’s wholly owned subsidiary, DC Safety Asia Limited, a Hong Kong private limited liability company, which was formed on June 27, 2012, and that entity’s wholly owned subsidiaries, DC Safety (Guangzhou) Limited and DC Safety Manufacturing (Guangzhou) Limited, both of which were formed during the year ended September 30, 2018. All significant intercompany balances and transactions have been eliminated in consolidation.

(b) Cash and Cash Equivalents

The Company considers all highly liquid instruments with an original maturity of three months or less at the date of purchase to be cash equivalents.

(c) Accounts Receivable

The Company extends credit to customers, generally without collateral, in the ordinary course of business. The Company maintains an allowance for doubtful accounts at an amount management estimates to be sufficient to provide adequate protection against losses resulting from extending credit to customers. In judging the adequacy of the allowance for doubtful accounts, the Company considers multiple factors including historical bad debt experience, the general economic environment, the need for specific customer reserves and the aging of receivables. Account balances are charged off to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts receivable are deemed past due based on contractual payment terms.

(d) Inventories

Inventories consist of unassembled components and finished goods and are stated at the lower of cost (determined by the average cost method) or net realizable value.

(e) Property and Equipment

Property and equipment are recorded at purchase cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets. The estimated life of computer equipment is three years and office equipment, software, furniture and fixtures, and machinery and equipment are five years. Normal maintenance and repairs

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

of property and equipment are expensed as incurred while renewals, betterments and major repairs that materially extend the useful life of the property and equipment are capitalized.

(f) Impairment of Long-Lived Assets

In accordance with U.S. generally accepted accounting principles, the Company reviews long-lived assets for impairment whenever circumstances and situations indicate that the carrying amounts may not be recovered. In such circumstances, the Company will estimate the future cash flows expected to result from the use of the asset and its eventual disposition. Future cash flows are the future cash inflows expected to be generated by an asset less the future outflows expected to be necessary to obtain those inflows. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying value of the asset, the Company will recognize an impairment loss to adjust the fair value of the asset. Management did not identify the need to record an impairment charge to any of its long-lived assets during the years ended September 30, 2023 and 2022.

(g) Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carryforwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization of the deferred income tax asset is dependent on generating sufficient taxable income in future years. Although realization is not assured, management believes it is more likely than not all of the net deferred income tax asset presented on the Company's balance sheet will be realized. The amount of the deferred income tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income are reduced.

The tax effects from an uncertain tax position can be recognized in the financial statements under GAAP only if the position is more likely than not to be sustained upon an audit, based on the technical merits of the position. The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized, upon ultimate

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

settlement with the relevant tax authority. The Company applies this accounting standard to all tax positions for which the statute of limitations remained open as of September 30, 2023. The Company has not identified any material uncertain tax positions that were not fully recognized in the accompanying consolidated financial statements.

The Company reports interest and penalties associated with its tax positions as general and administrative expenses in the financial statements. The Company and its subsidiaries file tax returns in the United States and China.

(h) Revenue Recognition

The Company's revenue is accounted for in accordance with ASC 606, *Revenue from Contracts with Customers* (Topic 606).

The Company recognizes sales when product is shipped to the customer, the price has been fixed or is determinable and collectability is reasonably assured. The Company estimates the most likely sales rebate in accordance with contracts and deducts it from the sales. The Company sells to a variety of global automobile companies. The sale of automotive accessories is considered single performance obligation satisfied at a point in time, upon shipment. Payment is typically due within 30 to 60 days of shipment. The customer has the right to return the product if defective. The amount of goods returned is not considered material, therefore the Company has not recorded a liability for estimated returns.

(i) Advertising and Promotion

The Company expenses all advertising and promotion costs as incurred. Advertising and promotion expense, which includes trade show expenses, was \$23,727 and \$20,370 during the years ended September 30, 2023 and 2022, respectively. This expense is included in selling and marketing expense in the accompanying consolidated financial statements.

(j) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates. Such estimates include the allowance for doubtful accounts, estimated useful lives of property and equipment, the reserve for obsolete inventory, the capitalization of overhead costs and freight expenses, the discount rates in measuring lease obligations, the elimination of intercompany profit and the realizable value of the Company's deferred tax assets.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

(k) Foreign Currency Translation

The local currency is typically the functional currency for the Company's international operations. In accordance with U.S. GAAP the Company's policy is to translate assets and liabilities from the Company's foreign operations from foreign currencies into U.S. dollars at period-end rates while results of operations and cash flows are translated at the weighted-average exchange rates for the period. The entire accumulated other comprehensive income at September 30, 2023 and 2022 consists of losses or income from foreign currency translation adjustments, net of income tax effect.

The Company incurred \$101,105 and \$246,226 of foreign currency translation losses during the years ended September 30, 2023 and 2022, respectively, and it was included in accumulated other comprehensive income.

(l) Foreign Currency Transaction Gains and Losses

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency (if any) are included in the consolidated statements of comprehensive income as other expenses. The Company incurred \$66,951 and \$15,570 of foreign currency transaction gains, which was attributed to rate changes on unsettled balances for the years ended September 30, 2023 and 2022, respectively.

(m) Loss Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the of the contingent liability, together with the range of possible loss if determinable and material would be disclosed.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

Loss contingencies considered remote are generally not disclosed, unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

(n) Adoption of New Accounting Standard

Effective October 1, 2022, the Company adopted Accounting Standards Update (ASU) 2016-02, *Leases* (“ASC 842”) and subsequent amendments. ASC 842 affects all entities that enter into lease arrangements, with certain exclusions under limited scope limitations.

In adopting the new lease standard, the Company elected to use a transition method under which existing leases were measured and capitalized as of the date of adoption, October 1, 2022, in lieu of applying the standard retrospectively to October 1, 2021.

Additionally, as part of the implementation, the Company elected to use a package of optional practical expedients which permit the Company to avoid reassessing previous lease identifications within contracts, the existence of initial direct costs, and the lease classifications of any expired and existing leases. Moreover, in accordance with the expedients, all leases classified as operating leases under previous U.S. GAAP are automatically classified as operating leases under the new standard, and all leases previously classified as capital leases are recorded as finance leases.

Leases recognized under the new standard include leases that were not capitalized under previous U.S. GAAP.

Under ASC 842, an entity recognizes right-of-use assets and lease obligations on its balance sheets for all leases with a lease term of more than 12 months. Short-term rentals under year-to-year leases or remaining lease terms of 12 months or less are exempt from being capitalized. Leases that have a right-of-use asset and related lease liability that are not material to the financial statements are not recorded in the balance sheet, instead, rent on the leases is expensed as incurred.

The Company has made an accounting policy election to use a risk-free rate as the discount rate in measuring its lease obligation. Under this election, the risk-free rate used is the rate for a United States Treasury instrument with a term consistent with the remaining lease term of an applicable lease.

On October 1, 2022, the Company recorded in its consolidated balance sheet an operating lease right-of-use asset of \$1,055,191 and an operating lease obligation of \$1,118,217 related to the Company’s operating leases. On October 1, 2022, the Company recorded in its consolidated balance sheet a finance lease right-of-use asset of \$42,209 and a finance lease obligation of \$37,524 related to the Company’s finance leases.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

(o) Lessee Lease Accounting Policy

The new standard requires that leases with a lease term of more than 12 months be classified as either finance or operating leases by the lessee. Leases are classified as finance leases when the Company expects to consume a major part of the economic benefits of the leased assets over the remaining lease term. Conversely, the Company is not expected to consume a major part of the economic benefits of assets classified as operating leases. The lease classification affects both the pattern and presentation of expense recognized in the consolidated statements of comprehensive income, the categorization of assets and liabilities in the consolidated balance sheets, and classification of cash flows in the consolidated statement of cash flows.

For finance leases, total lease cost consists of two components: amortization expense related to the write off of right-of-use assets, and interest expense from lease obligations. For operating leases, total lease cost is measured and recorded on a straight-line basis over the lease term as rent expense, which is included in occupancy in the consolidated statements of comprehensive income.

Non-lease components, such as common area maintenance (CAM) charges, are separated from lease components based on the terms of the related lease. Variable lease components consist of real estate taxes and insurance charges related to the real estate lease and are recorded as rent expense as incurred.

Lease obligations are measured and recorded at the present value of future lease payments using a discount rate.

Right-of-use assets are generally measured and recorded at the sum of the lease obligation, any initial direct costs to consummate the lease, and any lease payments made on or before the commencement date.

(3) Inventories

At September 30, inventories consisted of the following:

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

	2023	2022
Unassembled components	\$ 9,216,069	\$ 9,689,812
Finished goods	3,001,332	2,914,780
Reserve for obsolescence	(135,000)	(135,000)
	\$ 12,082,401	\$ 12,469,592

(4) Property and Equipment

At September 30, property and equipment consisted of the following:

	2023	2022
Machinery and equipment	\$ 867,283	\$ 1,167,179
Leasehold improvements	340,053	799,571
Computer and office equipment	414,416	355,605
Furniture and fixtures	219,095	194,326
Construction-in-progress	169,912	-
	2,010,759	2,516,681
Less: accumulated depreciation and amortization	(1,271,594)	(1,965,640)
Property and equipment, net	\$ 739,165	\$ 551,041

(5) Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes. The components of income tax expense during the years ended September 30, 2023 and 2022 are as follows:

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

	2023	2022
Current:		
Federal	\$ 857,050	\$ 334,422
State	4,107	-
Foreign	939,202	275,532
	1,800,359	609,954
Deferred:		
Federal	(114,113)	207,714
State	(1,742)	-
Foreign	(2,046)	-
	(117,901)	207,714
 Total income tax expense	 \$ 1,682,458	 \$ 817,668

The income tax provision differs from the expense that would result from applying federal and state statutory rates to income before taxes due to certain expenses not being deductible for tax purposes, the fact that the state of New York in some circumstances determines a minimum level of taxable income for corporations based on factors not directly connected with the amount of income generated, state tax apportionment rules, and the application of a valuation allowance to federal and state deferred tax assets during the years ended September 30, 2023 and 2022.

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. The components of deferred taxes at September 30, 2023 and 2022 are as follows:

	2023	2022
Deferred tax assets:		
Allowance for doubtful accounts	\$ 5,314	\$ 5,284
Reserve for obsolete inventories	28,510	28,350
Accrued bonuses and related payroll taxes	240,539	162,423
Lease liabilities	1,181,390	-
Total deferred tax assets	1,455,753	196,057

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

	2023	2022
Deferred tax liabilities:		
Depreciation and amortization	15,026	2,319
Right of use assets	1,121,899	-
Total deferred tax liabilities	1,136,925	2,319

(6) Indebtedness

Notes Payable to Financial Institutions

In March 2019, the Company entered into a credit agreement (the “2019 Credit Agreement”) with a financial institution. The Company used the proceeds received under the 2019 Credit Agreement to refinance its outstanding term note and line of credit and for the purpose of funding operations and paying a cash dividend. Under this borrowing agreement, the Company was extended total credit of up to \$7,750,000 under a \$2,750,000 term loan facility and a revolving line of credit, which allowed for borrowings of up to \$5,000,000 subject to a formula. Advances on the line of credit were limited to 85% of eligible accounts receivable and 60% of eligible inventory. The 2019 Credit Agreement was guaranteed by the Holding Company and was secured by all assets and intellectual property owned by the Company.

The initial term loan and line of credit advances under the 2019 Credit Agreement were \$1,375,000 and \$3,307,958, respectively, which were used to repay outstanding debt with the Company’s previous lender and provided the Company with \$2,000,000 in additional cash. Under certain conditions the Company might borrow an additional \$1,375,000 on the term loan.

Under the term loan, the Company was required to make installments of principal and interest of approximately \$23,000 monthly, until the maturity date of March 29, 2022, at which time all outstanding principal and interest were due and payable. The term loan bore interest at a rate of daily LIBOR rate plus 3.50%, per annum before December 2021. After January 2022, the LIBOR rate was replaced by the SOFR rate. The term loan was fully paid off in August 2022.

Borrowings on the line of credit bore interest at a rate of daily LIBOR rate plus 2.50%, per annum and interest only was payable monthly until the line’s maturity date of March 29, 2022. After January 2022, the LIBOR rate was replaced by the Adjusted Term SOFR. The line of credit was fully paid off in August 2022.

In August 2022, the Company entered into a credit agreement (the “2022 Credit Agreement”) with a new financial institution. Under this borrowing agreement, the Company was extended total credit of up to \$8,000,000 under a revolving line of credit. The line of credit

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

bears interest at a rate of the Term SOFR rate plus 2.86%, per annum. The interest rate was 8.17% and 5.91% as of September 30, 2023 and 2022, respectively. Accrued interest shall be due and payable in consecutive payments on a monthly basis until the maturity date. The original maturity date of the 2022 Credit Agreement was September 30, 2023. On September 20, 2023, the Company renewed the 2022 Credit Agreement, which increased the line of credit to \$10,000,000 and extended the maturity date to September 30, 2025. Advances on the line of credit are limited to 90% of eligible accounts receivable, 60% of eligible inventory and 50% of eligible in-transit inventory. The 2022 Credit Agreement is secured by all assets and intellectual property owned by the Company. The line of credit has an outstanding balance of \$6,128,332 and \$6,938,177 as of September 30, 2023 and 2022, respectively.

The Company used the proceeds received under the 2022 Credit Agreement to pay off its outstanding term note and line of credit under the 2019 Credit Agreement.

DC Safety Manufacturing (Guangzhou) Limited entered into unsecured credit agreements with financial institutions in China. The loans had a weighted average interest rate of approximately 4.25% per annum as of September 30, 2023 and 2022. The balance outstanding on the loans was \$299,451 and \$387,334 as of September 30, 2023 and 2022, respectively. Both loans mature in 2024.

Settlement Agreement

In connection with a settlement agreement entered into in 2015 with a previous lender (“Lender A”), the Company restructured the remaining \$622,000 payable to the previous lender as a contingent payment under the terms of the settlement agreement. In the event of a sale of a controlling interest in the Company or substantially all of its assets in an arms-length transaction which results in net cash proceeds to the Company’s stockholder of \$3,500,000 or more, the Company is required to pay Lender A 4% of the transaction price. If the net cash proceeds exceed \$15,550,000, the contingent payment is capped at \$622,000.

Additionally, if the Company makes any equity cash dividend or other cash distribution to the stockholder prior to the occurrence of any sales proceeds payment, the Company must pay Lender A 4% of the dividend or distribution. However, contingent payments calculated as a percentage of such dividends or distributions and contingent payments due to the sale of the Company as described above are capped at a combined total of \$622,000. In August of 2019 the Company paid and declared a cash dividend of \$1,700,000. In accordance with the terms of the Settlement Agreement with Lender A, \$68,000, or 4% of the dividend, is included in notes payable to financial institutions, net of current portion and debt issuance costs on the Company’s consolidated balance sheets.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

Note Payable to Related Party

The Company has a \$1,000,000 subordinated note payable to the Predecessor Company (the “Note”). The Note is non-interest bearing and was due January 19, 2015. The due date of the Note was extended to September 30, 2020 in connection with the 2015 Credit Agreement at which time the outstanding balance was \$1,000,000. In March of 2019 in connection with the credit agreement described above, the due date of the Note was extended again to September 2024. Loan repayments may be made “from time-to-time” prior to that date, but only if there are no amounts payable to the senior creditor and payments are not otherwise prohibited by the Company’s borrowing agreements. Although the Note bears no interest, the Company is not required to impute interest because the elimination of interest was as a result of a troubled debt restructuring which took place in 2012 and the previous interest rate was consistent with market rates.

Schedule of Future Maturities

Future required principal payments are as follows for each of the years ending September 30:

2024	\$ 1,083,568
2025	6,344,215
2026	-
2027	-
2028	-
Thereafter	622,253
Total future payments	<u>8,050,036</u>
Less: current portion	<u>(1,083,568)</u>
Notes payable, net of current portion	<u>\$ 6,966,468</u>

The amount classified as current portion of notes payable in the above table is shown in the consolidated balance sheet as of September 30, 2023 under the following captions: “Notes payable to financial institutions, current” and “Note payable to related party, current” in the amounts of \$83,568 and \$1,000,000, respectively.

(7) Leases

The Company leases warehouse equipment under finance lease agreements expiring in August 2024 and December 2027.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

During the year ended September 30, 2023, the Company's finance lease expense was \$96,640, with \$11,566 being recorded as interest expense on the finance lease liability and \$85,074 being recorded as amortization expense of the finance lease right-of-use asset. Amortization expense was \$25,013 for the year ended September 30, 2022, which is included in depreciation and amortization expense on the Company's consolidated statements of comprehensive income.

The Company rents manufacturing, warehouse and office space under non-cancelable operating leases expiring on various dates through September 30, 2032. Rental expense on a straight-line basis for the years ended September 30, 2023 and 2022 was \$867,864 and \$945,970, respectively.

Two existing warehouse and office space leases will expire in March 2024. In September 2021 the Company entered into a ten-year lease which began in December 2022 with a landlord in Alabama. The minimum rentals below include the commitments under all these lease agreements.

The weighted average remaining lease terms for the year ended September 30, 2023 were 7.87 years for operating leases and 4.12 years for finance leases.

The weighted average discount rates for the year ended September 30, 2023 were 3.74% for operating leases and 3.86% for finance leases.

Total future minimum rentals under non-cancelable leases are as follows for the years ending September 30:

	Operating	Finance
2024	\$ 1,065,035	\$ 108,247
2025	682,277	93,152
2026	635,681	93,152
2027	605,760	93,152
2028	560,157	15,526
Thereafter	2,354,079	-
Total lease payments	5,902,989	403,229
Less: imputed interest	(803,134)	(29,627)
Present value of total lease payments	5,099,855	373,602
Less: current portion	(889,973)	(95,774)
Lease obligations, net of current portion	\$ 4,209,882	\$ 277,828

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

The Company subleases a portion of its office space to a third party. The sublease was renewed for a term commencing on April 1, 2019, and ending on March 31, 2022, with monthly rent of \$1,436. The sublease rental income was \$17,220 for each of the years ended September 30, 2023 and 2022 and 2022. After the term expired, the sublease is on a month-to-month basis.

In July 2023, the Company entered into another agreement to sublease one of its warehouse spaces on a month-to-month basis to a third party with monthly rent of \$22,000. The sublease rental income was \$66,000 for the year ended September 30, 2023.

(8) Related Party Transactions

Management Agreement with Private Equity Firm

The Company has a management agreement (the “Management Agreement”) with a private equity firm (the “Private Equity Firm”) which is the managing member of a limited liability company that owns a controlling interest in the Holding Company. Under the Management Agreement, as amended, the Private Equity Firm provides consulting and advisory services to the Company in the areas of corporate development, strategic planning, investment and financial matters and general business policy for an annual fee of \$150,000 until the Private Equity Firm ceases to own directly, or indirectly, an equity interest in the Company.

Pursuant to the Management Agreement, the Private Equity Firm charged the Company annual fees of \$150,000 during each of the years ended September 30, 2023 and 2022, which are included in general and administrative expenses. Amounts payable under the management agreement in excess of \$150,000 are subordinate to the Line and the Term Loan (see Note 6). There were no amounts due to the Private Equity Firm as of September 30, 2023 and 2022.

Reimbursable Expenses

During the year ended September 30, 2016 and in previous years, the Company paid health insurance premiums on behalf of two stockholders of the Holding Company for which the Company will receive reimbursement. Amounts receivable from these individuals as of September 30, 2023 and 2022 amounted to \$41,013, and are included in other assets on the Company's consolidated balance sheets.

(9) 401(k) Plan

The Company has a 401(k) profit-sharing plan that covered all employees who have met the plan's age and service requirements. The plan allows eligible employees to make

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2023 and 2022

contributions subject to Internal Revenue Code limitations. The Company made employer contributions of \$42,066 and \$39,160 for the years ended September 30, 2023 and 2022, respectively. Effective January 1, 2024, the Company entered into a new trustee agreement and changed the 401(k) profit-sharing plan to a safe harbor 401(k) plan.

(10) Risks and Uncertainties

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Federal Deposit Insurance Corporation (FDIC) insures deposits up to \$250,000 per institution. The Company's cash balances with commercial financial institutions may at times exceed FDIC insured amounts. Management has placed these funds in high quality institutions in order to minimize the risk of loss. At September 30, 2023 and 2022 the Company's uninsured cash balances amounted to \$6,968,707 and \$215,071, respectively.

For the year ended and as of September 30, 2023, the Company had four customers that accounted for 24%, 18%, 13%, and 12% of the Company's sales, and 24%, 18%, 0%, and 0% of accounts receivable, respectively. For the year ended, and as of September 30, 2022, the Company had four customers that accounted for 23%, 19%, 16%, and 12% of the Company's sales, and 30%, 7%, 22%, and 7% of accounts receivable, respectively.

During the year ended September 30, 2023 and 2022, no vendor of raw materials accounted for 10% or more of the Company's total purchases.

(11) Subsequent Events

The Company has evaluated all subsequent events through May 21, 2024, the date the financial statements were available to be issued.

In October 2023, the Company paid the balance of the equity cash dividend declared in August 2019, in the amount of \$718,750 to four shareholders of the Holding Company.

On December 15, 2023, the Company entered into a lease amendment with the landlord of its current warehouse space in Alabama to add additional space adjacent to its original premises. The lease for the new premises will commence on the completion date of the construction work in accordance with the Company's improvement specifications and will expire on December 31, 2032. The total future base rent payments under this amendment will exceed \$2.7 million. In the meantime, the landlord agreed to apply a tenant improvement allowance of up to \$530,000 to the cost of the construction work.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

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September 30, 2023 and 2022

On December 15, 2023, the Company signed a Termination and Release Agreement (the “Termination Agreement”) with the Predecessor Company, the Holding Company, and the two stockholders of the Predecessor Company. In accordance with the Termination Agreement, the Company paid the two stockholders of the Predecessor Company \$1,000,000 in total and the \$1,000,000 promissory note payable to the Predecessor Company (see Note 6, Note Payable to Related Party) was terminated.

On December 15, 2023, the Holding Company signed a Stock Redemption Agreement to buy out the remaining 10% of the shares from its two shareholders, the stockholders of the Predecessor Company (see Note 1), at the total price of \$1,750,000.

Supplemental Information

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Supplemental Consolidating Balance Sheet

As of September 30, 2023

	DC Safety Sales Company, Inc.	DC Safety Asia Ltd.	DC Safety Manufacturing (Guangzhou) Ltd.	DC Safety (Guangzhou) Ltd.	Eliminating Entries	Total
Assets						
Current assets:						
Cash and cash equivalents	\$ 6,594,728	\$ 278,152	\$ 316,598	\$ 53,234	\$ -	\$ 7,242,712
Accounts receivable	4,438,995	-	-	-	-	4,438,995
Accounts receivable from related parties	-	6,593,944	7,011,219	-	13,605,163	-
Due from related parties	194,862	-	-	-	194,862	-
Inventories	11,377,366	-	1,643,889	-	938,854	12,082,401
Prepaid expenses and other current assets	270,482	222,002	327,500	-	-	819,984
Total current assets	22,876,433	7,094,098	9,299,206	53,234	14,738,879	24,584,092
Property and equipment, net	395,653	-	343,512	-	-	739,165
Security deposits and other assets	147,473	56,099	14,360	-	-	217,932
Investment in subsidiaries	-	1,294,330	-	-	1,294,330	-
Operating lease right-of-use asset	4,195,967	-	618,984	-	-	4,814,951
Finance lease right-of-use asset	383,601	-	-	-	-	383,601
Net deferred tax assets	1,291,772	-	163,981	-	-	1,455,753
Total assets	\$ 29,290,899	\$ 8,444,527	\$ 10,440,043	\$ 53,234	\$ 16,033,209	\$ 32,195,494
Liabilities and Stockholder's Equity						
Current liabilities:						
Accounts payable	\$ 1,306,601	\$ 95,224	\$ 1,531,477	\$ -	\$ (77,847)	\$ 3,011,149
Income taxes payable	525,498	-	1,223,994	-	-	1,749,492
Other accrued expenses	3,173,573	897	1,003,658	170	-	4,178,298
Due to related parties	4,833,529	8,475,403	568,940	-	13,877,872	-
Operating lease liability, current	532,457	-	357,516	-	-	889,973
Finance lease liability, current	95,774	-	-	-	-	95,774
Notes payable to financial institutions, current	-	-	83,568	-	-	83,568
Note payable to related party	1,000,000	-	-	-	-	1,000,000
Total current liabilities	11,467,432	8,571,524	4,769,153	170	13,800,025	11,008,254
Long-term liabilities:						
Operating lease liability, net of current portion	3,911,474	-	298,408	-	-	4,209,882
Finance lease liability, net of current portion	277,828	-	-	-	-	277,828
Notes payable to financial institutions, net of current portion	6,750,585	-	215,883	-	-	6,966,468
Net deferred tax liability	982,179	-	154,746	-	-	1,136,925
Total liabilities	23,389,498	8,571,524	5,438,190	170	13,800,025	23,599,357
Stockholder's equity:						
Common stock, \$0.01 par value, 100 shares authorized, issued and outstanding	1	-	-	-	-	1
Additional paid-in capital	2,002,999	-	1,166,502	127,828	1,294,330	2,002,999
Retained earnings (accumulated deficit)	3,898,401	(83,346)	4,035,944	(69,403)	938,854	6,842,742
Accumulated other comprehensive loss	-	(43,651)	(200,593)	(5,361)	-	(249,605)
Total stockholder's equity	5,901,401	(126,997)	5,001,853	53,064	2,233,184	8,596,137
Total liabilities and stockholder's equity	\$ 29,290,899	\$ 8,444,527	\$ 10,440,043	\$ 53,234	\$ 16,033,209	\$ 32,195,494

See Independent Auditors' Report.

DC SAFETY SALES CO., INC. AND SUBSIDIARIES

Supplemental Consolidating Statement of Comprehensive Income

For the Year Ended September 30, 2023

	DC Safety Sales Company, Inc.	DC Safety Asia Ltd.	DC Safety Manufacturing (Guangzhou) Ltd.	DC Safety (Guangzhou) Ltd.	Eliminating Entries	Total
Sales	\$ 42,523,775	\$ -	\$ 21,408,719	\$ -	\$ 21,408,719	\$ 42,523,775
Cost of sales	32,589,542	-	17,885,268	3,537	20,680,073	29,798,274
Gross profit	9,934,233	-	3,523,451	(3,537)	728,646	12,725,501
Operating expenses:						
General and administrative	3,312,524	-	999	-	-	3,313,523
Selling and marketing	2,067,229	-	-	-	-	2,067,229
Research and development	123,496	-	-	-	-	123,496
Total operating expenses	5,503,249	-	999	-	-	5,504,248
Income (loss) from operations	4,430,984	-	3,522,452	(3,537)	728,646	7,221,253
Other expenses (income):						
Interest expense	554,207	-	12,148	-	-	566,355
Rental and other income	(107,220)	-	(130,233)	-	-	(237,453)
Foreign currency exchange income	-	-	(66,951)	-	-	(66,951)
	446,987	-	(185,036)	-	-	261,951
Income (loss) before income taxes	3,983,997	-	3,707,488	(3,537)	728,646	6,959,302
Income tax expense	745,302	-	937,156	-	-	1,682,458
Net income (loss)	3,238,695	-	2,770,332	(3,537)	728,646	5,276,844
Other comprehensive income (loss):						
Foreign currency translation adjustments	-	-	(101,626)	521	-	(101,105)
Comprehensive income	\$ 3,238,695	\$ -	\$ 2,668,706	\$ (3,016)	\$ 728,646	\$ 5,175,739

See Independent Auditors' Report.